

**PUERTO RICO HIGHWAYS AND  
TRANSPORTATION AUTHORITY**

(A Component Unit of the Commonwealth of Puerto Rico)

Financial Statements with Independent Auditor's Report

Required Supplementary Information  
and Supplementary Information

Fiscal Year Ended June 30, 2019

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## INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of the  
Puerto Rico Highways and Transportation Authority  
(a Component Unit of the Commonwealth of Puerto Rico)

### **Report on the Financial Statements**

We have audited the accompanying financial statements of the Puerto Rico Highways and Transportation Authority (the "Authority") (a Component Unit of the Commonwealth of Puerto Rico), as of and for the fiscal year ended June 30, 2019, and the related notes to the financial statements, which collectively comprise the Authority's, basic financial statements as listed in the table of contents.

### ***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### ***Auditor's Responsibility***

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

***Basis for Qualified Opinion***

As discussed in Note 15 to the basic financial statements, the Authority has not implemented the requirements of Statement No. 73 of the Governmental Accounting Standard Board, *Accounting and Financial Reporting for Pensions and Related Assets That Are Not within the Scope of GASB Statement 68, and Amendments to Certain Provisions of GASB Statements 67 and 68*, because the information is still not available from the Commonwealth of Puerto Rico. Statement No. 73 requires that the total pension liability be adjusted for actuarially determined changes during the current fiscal year, together with the related changes in deferred outflows and inflows of resources, and the net effect of current period changes to be recognized as an expense.

In addition, the accompanying notes to the basic financial statements do not disclose the pension related information required by Statement No. 73. Disclosure of this information is required by accounting principles generally accepted in the United States of America.

***Qualified Opinion***

In our opinion, except for the effects of the matter described above in the Basis for Qualified Opinion paragraphs, the financial statements referred above present fairly, in all material respects, the financial position of the Authority as of June 30, 2019, and the changes in financial position and, its cash flows for the year then ended in accordance with U.S. generally accepted accounting principles.

***Other Matters***

*Restatement of Prior Period Financial Statements*

As part of our audit of the 2019 financial statements, we also audited the adjustments described in Note 22 that were applied to restate the June 30, 2018 net position. In our opinion, such adjustments are appropriate and have been properly applied. Our opinion on the 2019 financial statements is not modified with respect to this matter.

*Change in Accounting for Postretirement Benefits Other than Pensions*

As discussed in Note 16 to the basic financial statements, the Authority adopted the provisions under GASB Statement No. 75, *Accounting and Financial Reporting for Postretirement Benefits Other than Pensions*, as of July 1, 2018. Our opinion is not modified with respect to this matter.

*Ability to Continue as a Going Concern*

The accompanying financial statements have been prepared assuming that the Authority will continue as a going concern. As discussed in Notes 3 and 4 to the basic financial statements, on May 21, 2017, the Financial Oversight and Management Board for Puerto Rico (the Oversight Board), at the request of the Governor, commenced a case for the Authority by filing a petition for relief under Title III of the Puerto Rico Oversight, Management, and Economic Stability Act, 48 U.S.C. §§ 2101, *et seq.* (PROMESA) in the United States District Court of Puerto Rico, which raises substantial doubt about the Authority's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 4.

***Required Supplementary Information***

Accounting principles generally accepted in the United States of America require that the management's discussion and analysis on page 4 and the schedule of changes in the Authority's total postemployment benefits other than pensions (OPEB) liability on page 81 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board, who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

**Other Supplementary Information**

Our audit was conducted for the purpose of forming an opinion on the financial statements that comprise the Authority's basic financial statements. The schedule of revenue and expenses by segment ("Schedule") on page 82 is presented as additional information and is not a required part of the basic financial statements. We have applied certain limited procedures to the supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

*Crowe PR PR*

April 23, 2021

Stamp number E433857 was  
affixed to the original of this  
Report.

**PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY**

(A Component Unit of the Commonwealth of Puerto Rico)

## Management Discussion and Analysis (Unaudited)

For the Fiscal Year Ended June 30, 2019 and 2018

The following discussion and analysis of the financial performance and activity of the Puerto Rico Highways and Transportation Authority (the "Authority") provides an introduction and understanding of the basic financial statements of the Authority for the fiscal years ended June 30, 2019 and 2018. This discussion was prepared by management and should be read in conjunction with the financial statements and the notes thereto, which follows this section.

**Financial Statements**

The basic financial statements provide information about the Authority's activities. The financial statements are prepared in accordance with U.S. generally accepted accounting principles (GAAP) as promulgated by GASB, except as follows:

As discussed in Note 15 to the basic financial statements, the Authority has not implemented the requirements of Statement No. 73 of the Governmental Accounting Standard Board, *Accounting and Financial Reporting for Pensions and Related Assets That Are Not within the Scope of GASB Statement 68, and Amendments to Certain Provisions of GASB Statements 67 and 68*, because the information is still not available from the Commonwealth of Puerto Rico. Statement No. 73 requires that the total pension liability be adjusted for actuarially determined changes during the current fiscal year, together with the related changes in deferred outflows and inflows of resources, and the net effect of current period changes to be recognized as an expense. In addition, the accompanying notes to the basic financial statements do not disclose the pension related information required by Statement No. 73. Disclosure of this information is required by accounting principles generally accepted in the United States of America. The effect of such departure has not been determined. Therefore, all historic financial information presented in the Management Discussion Analysis has to be read considering the possible effect of this departure.

To determine the changes in the statement of net position, the Authority reclassified in the 2018 condensed Statement of Net Position all liabilities stayed under PROMESA's Title III proceedings to conform to the current year presentation. Additionally, the 2018 condensed Statement of Net Position has been restated for the implementation on a new GASB Statement and various corrections of the application of accounting principles. Furthermore, to determine the changes in the Condensed Statement of Revenue, Expenses, and Changes in Net Position, the Authority restated the 2018 balances to account for the effect of the previously mentioned restatements. Lastly, the Authority has prepared its financial statements assuming the Authority will continue as a going concern. The condensed financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**Financial Highlights**

The Authority's net position on June 30, 2019, totaled \$393.3 million as compared to \$1,038.2 million on June 30, 2018. Net position decreased by \$644.9 million after capital grants during the fiscal year ended June 30, 2019, as compared to a decrease of \$514.7 million during the fiscal year ended June 30, 2018, as restated. This decrease is mainly attributable to an increase of \$64.3 million in operating expenses, a decrease of \$32.4 million in other income/expenses and a decrease in capital transfers and grants of \$25.8 million during the fiscal year ended June 30, 2019.

The Authority's net capital assets, including assets under the Service Concession Agreements (as defined below), totaled \$9,326.5 million on June 30, 2019, as compared to \$9,651.7 million on June 30, 2018. Net capital assets decreased by 3.5% on June 30, 2019, when compared with the balance on June 30, 2018.

The total aggregate amount of the Authority's non-current liabilities was \$8,155.5 million on June 30, 2019, as compared to \$7,832.6 million on June 30, 2018 (as restated), which consisted principally of bonds payable, GDB Debt Recovery Authority obligation, accrued interest, accrued legal claims, voluntary termination incentive plans, and the Authority's net pension liability. Much of the liabilities have been stayed under PROMESA's Title III proceedings.

**PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY**

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## Management Discussion and Analysis (Unaudited)

For the Fiscal Year Ended June 30, 2019 and 2018

**Overview of the Basic Financial Statements**

The basic financial statements consist of the: (1) statement of net position, (2) statement of revenues, expenses, and changes in net position, (3) statement of cash flows, and (4) notes to the financial statements. The basic financial statements are prepared on the accrual basis of accounting, meaning that all expenses are recorded when incurred and all revenues are recognized when earned, in accordance with GAAP.

**Statement of Net Position**

The statement of net position reports all financial and capital resources of the Authority. The statement is presented in the format where assets plus deferred outflows of resources equal liabilities plus deferred inflows of resources plus net position. Assets and liabilities are presented in order of liquidity and are classified as current (convertible into cash or due and payable within one year) and non-current. The focus of the statement of net position is to show a picture of the liquidity and financial health of the Authority as of the end of the year.

The Authority's net position is reported in the following categories:

**Net Investment in Capital Assets** - This component of net position consists of all capital assets, net of accumulated depreciation, reduced by the outstanding balances of any bonds, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets.

**Restricted for Debt Service** - This component of net position is used to account for restricted assets for the principal and interest payments of the bonds payable. However, since the Authority filed for relief under PROMESA Title III, all debt service of the bonds, other than those related to the Teodoro Moscoso Bridge concession have been stayed. Accordingly, assets are not being segregated for debt service. Furthermore, funds kept by the Trustee are no longer available for such purposes.

**Restricted for Construction** - This component of net position consists of restricted assets for the specific purpose of paying for construction projects. This restriction is imposed by the grantors and contributors, as well as the bondholders through debt covenants.

**Unrestricted** - This component consists of net position that does not meet the definition of net investment in capital assets or restricted for debt service or for construction.

**Statement of Revenues, Expenses, and Changes in Net Position**

The statement of revenues, expenses, and changes in net position includes: (i) operating revenues, which consist of tolls and train fares, other operating income, concession agreements, and other operating expenses, such as costs of operating toll roads, the transportation system, administrative expenses, and depreciation on capital assets; and (ii) "non-operating" revenue and expenses, such as operating transfers from the Commonwealth of Puerto Rico, interest and investment income, interest expense and others. The statement also includes capital contributions and payments received from the Commonwealth and federal government grants. The focus of the statement of revenues, expenses, and changes in net position is the change in net position (economic resources measurement focus). This is similar to net income or loss and portrays the results of operations of the Authority for the entire operating period.

Management Discussion and Analysis (Unaudited)

For the Fiscal Year Ended June 30, 2019 and 2018

**Statement of Cash Flows**

The statement of cash flows discloses net cash provided by or used by operating activities, noncapital financing activities, capital, and related financing activities and from investing activities. This statement also portrays the financial health of the Authority in that current cash flows are sufficient to pay current liabilities.

**Notes to the Financial Statements**

The notes to financial statements are an integral part of the basic financial statements and describe the significant accounting policies, related-party transactions, deposits and investments, capital assets, bonds payable, long-term liabilities, retirement plans, commitments, and contingencies, going concern and PROMESA. The reader is encouraged to read the notes in conjunction with the management discussion and analysis and the financial statements.

**PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY**

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## Management Discussion and Analysis (Unaudited)

For the Fiscal Year Ended June 30, 2019 and 2018

**Financial Analysis of the Authority***Condensed Statement of Net Position*

The following table reflects the condensed net position of the Authority as of June 30, 2019 and 2018.

	<b>2019<sup>(1)</sup></b>	<b>2018</b>
	(Restated and Reclassified)	
<b>Assets</b>		
Current assets	\$ 40,937,008	\$ 58,198,942
Restricted assets	391,935,374	324,614,361
Capital assets, net	9,126,924,238	9,450,545,669
Highways and bridge under concession agreements, net	199,622,733	201,181,186
Total assets	<u>9,759,419,353</u>	<u>10,034,540,158</u>
Deferred outflows of resources	167,582,739	148,265,541
 Total assets and deferred outflows of resources	 <u>\$ 9,927,002,092</u>	<u>\$ 10,182,805,699</u>
 <b>Liabilities</b>		
Current liabilities	\$ 220,534,143	\$ 128,503,539
Non-current liabilities	8,155,497,280	7,832,645,433
Total liabilities	<u>8,376,031,423</u>	<u>7,961,148,972</u>
Deferred inflows of resources	1,157,700,941	1,183,476,637
 Total liabilities and deferred inflows of resources	 <u>9,533,732,364</u>	<u>9,144,625,609</u>
 <b>Net position</b>		
Net investment in capital assets	1,973,859,512	2,284,999,800
Restricted for debt service	-	-
Restricted for construction	250,573,961	188,988,636
Unrestricted	<u>(1,831,163,745)</u>	<u>(1,435,808,346)</u>
Total net position	<u>393,269,728</u>	<u>1,038,180,090</u>
 Total liabilities, deferred inflow of resources and net position	 <u>\$ 9,927,002,092</u>	<u>\$ 10,182,805,699</u>

<sup>1</sup> The 2019 Statement of Net Position lacks any adjustment related to the effects of pension transactions for the year ended June 30, 2019.

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## Management Discussion and Analysis (Unaudited)

For the Fiscal Year Ended June 30, 2019 and 2018

Current assets decreased by approximately 29.7% to \$40.9 million during the fiscal year ended June 30, 2019. The net decrease in current assets of \$17.3 million was principally due to a decrease in cash and cash equivalents and prepaid expenses and other assets.

Restricted assets increased by approximately 20.74% to \$391.9 million during the fiscal year ended June 30, 2019. Cash and cash equivalents and Investments with trustee increased by approximately \$59.4 million during the fiscal year ended June 30, 2019. This increase is mainly due to remaining balance of \$35.4 million received from the Commonwealth for "Abriendo Caminos" program and other carryover CAPEX funds. In addition, investments had interest income of approximately \$3 million and accounts receivables from U.S. Federal government increased by 39.7% to approximately \$27.7 million. There were no pledged revenues deposited with the fiscal agent during fiscal years 2018 and 2019. All other restricted assets remained in line with prior fiscal year.

During the fiscal year ended June 30, 2019, capital assets decreased by 3.4% to approximately \$9,126.9 million as compared to fiscal year 2018. The decrease was mainly due to the net result of an aggregate increase in construction in process, roads, bridges and equipment, and vehicles of approximately \$127.5 million, net of depreciation expenses of approximately \$462.4 million for the fiscal year ended June 30, 2019.

During the fiscal year ended June 30, 2019, highways and bridges under the Service Concession Agreements (as defined below) decreased by 0.8% to approximately \$199.6 million as compared to fiscal year 2018. This decrease was due to depreciation expenses of approximately \$1.6 million related to the Teodoro Moscoso Bridge.

Deferred outflows of resources increased by 13.0% approximately \$167.6 million during the fiscal year ended June 30, 2019, as compared to prior year due to the amortization of the deferred outflows related to the unamortized loss on advance refunding and pension related of \$8 million and \$27.2 million, respectively for the year ended June 30, 2019.

During the fiscal year ended June 30, 2019, current liabilities increased by 71.6% to approximately \$220.5 million as compared to fiscal year 2018 (restated). Major changes in current liabilities are the following:

Accounts payable and accrued liabilities, including vacations, decreased by 11.41% to approximately \$105.6 million during the fiscal year ended June 30, 2019 as compared to prior fiscal year. The change is mainly due to a decrease in accounts payable and other accrued liabilities by \$33.5 million and an increase in accounts payable sub-contractors by \$20 million.

Deferred revenue increased by \$99.5 million due to state grants received for repairs and maintenance of roads and bridges that were not incurred during the current fiscal year.

Current portion of bonds payable increased by 20.1% to approximately \$10.8 million during the fiscal year ended June 30, 2019 as compared to prior fiscal year is related to bonds payable of the Teodoro Moscoso Bridge.

During the fiscal year ended June 30, 2019, non-current liabilities increased by 4.1% to approximately \$8,155.5 million as compared to fiscal year 2018. The increase in non-current liabilities of approximately \$322.9 million during the current fiscal year was the net effect of: an increase in accrued interest payable on bonds payable and GDB Debt Recovery Authority obligation by 41% to approximately \$1,214 million during the fiscal year ended June 30, 2019 as compared to prior fiscal year; a decrease in bonds payable of approximately \$8.5 million due to payments made directly by Autopistas de Puerto Rico, LLC (Autopistas) during fiscal year 2019; and a decrease in bonds payable of approximately \$10.6 million and a decrease of \$6.9 million on obligations under vacations and voluntary termination incentive plan liability.

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## Management Discussion and Analysis (Unaudited)

For the Fiscal Year Ended June 30, 2019 and 2018

Legal claims not related to expropriation and related costs, increased by 97.9% to approximately \$21.2 million during the fiscal year ended June 30, 2019, as compared to the prior year period. Legal claims related to expropriation of properties decreased by 15.6% to approximately \$79.4 million. The value of the legal claims was recorded based on advice from internal and external legal counsel.

Deferred inflows of resources during the fiscal year ended June 30, 2019, decreased by 2.1% to \$1,157.7 million as compared to fiscal year 2018. The decrease of \$25.7 million was mainly due to effect of the amortization of \$25.7 million related to the deferred inflows of resources on concession agreements.

During the fiscal year ended June 30, 2019, the Authority's net position decreased by 62.1% to \$393.3 million as compared to fiscal year 2018. The decrease was due to a loss of approximately \$644.9 million after capital grants during the current fiscal year 2019. The largest portion of the Authority's net position was its investments in capital assets net of related debt outstanding used to acquire such capital assets.

## PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY

(A Component Unit of the Commonwealth of Puerto Rico)

## Management Discussion and Analysis (Unaudited)

For the Fiscal Year Ended June 30, 2019 and 2018

**Condensed Statements of Revenues, Expenses, and Changes in Net Position**

The following table reflects a condensed summary of the revenues, expenses, and changes in net position for fiscal years ended June 30, 2019 and 2018:

	<b>2019<sup>(2)</sup></b>	<b>2018</b>
	(Restated)	
<b>Operating revenues:</b>		
Toll and train fares	\$ 142,293,193	\$ 115,782,781
Other operating income	32,526,960	60,145,420
Concession agreement	34,425,697	34,139,711
<b>Operating revenues</b>	<b>209,245,850</b>	<b>210,067,912</b>
 <b>Total Operating expenses</b>	<b>397,974,142</b>	<b>333,630,471</b>
Depreciation and amortization	462,392,000	455,555,369
<b>Operating loss</b>	<b>(651,120,292)</b>	<b>(579,117,928)</b>
 <b>Non-Operating Revenues (Expenses):</b>		
Operating transfers from the Commonwealth of Puerto Rico	97,300,000	117,087,663
Operating grants from U.S. Federal Government	31,828,425	20,602,327
Investment income	10,041,958	6,285,511
Other non-operating revenues	11,777	6,314
Interest on bonds and GDB obligations	(358,376,287)	(330,790,111)
Other non-operating expenses	(93,368)	(50,808)
<b>Total non-operating revenues / (expenses)</b>	<b>(219,287,495)</b>	<b>(186,859,104)</b>
 <b>Loss Before Capital Contributions</b>	<b>(870,407,787)</b>	<b>(765,977,032)</b>
Capital grants (U.S. Federal and Commonwealth)	225,497,426	251,313,496
<b>Change in Net Position</b>	<b>(644,910,361)</b>	<b>(514,663,536)</b>
Net position at beginning of year	1,038,180,089	1,552,843,625
 <b>Net position at end of year</b>	<b>\$ 393,269,728</b>	<b>\$ 1,038,180,089</b>

Operating revenues, which consisted of toll and train fares, concession agreements and other operating revenues decreased by 0.4% to \$209.2 million during the fiscal year ended June 30, 2019, as compared to fiscal year 2018. This decrease is the net effect of the following:

- a. The increase in toll and train fares of \$26.5 million which is mainly attributable to the effects of the return of the regular traffic volume related with the normal private sector and government operations before the impact of the hurricane Maria.

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<sup>2</sup> See footnote 1 on page 7

**PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY**

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## Management Discussion and Analysis (Unaudited)

For the Fiscal Year Ended June 30, 2019 and 2018

- b. The decrease in other income of approximately \$27.6 million was mainly due the result of a temporary exemption granted by the government from the collection of fines for the use of highways by registered users.
- c. The concession revenue of approximately \$34.4 million during the current fiscal year remained in line with prior fiscal year.

Operating expenses increased by 19.3% to approximately \$397.9 million during the fiscal year ended June 30, 2019, as compared to fiscal year 2018. The increase in operating expenses of approximately \$64.3 million during the current fiscal year was the aggregate effect of: the net effect of a decrease in salaries and related benefits of approximately \$45.4 million given that the Authority has not implemented the requirements of GASB Statement No. 73 as described in Note 15 to the financial statements; an increase in toll highways administration of approximately \$5.4 million due to the unpaid tolls assumed by the Authority for the highways under the concession agreements with Autopistas Metropolitanas de Puerto Rico, LLC (Metropistas) and Autopistas de Puerto Rico (Autopistas), and municipality of Guaynabo toll; an increase in the train operating and maintenance expense of approximately \$4.1 million; decrease on the integrated transportation system of approximately \$4.4 million; an increase in repairs and maintenance of roads and bridges of approximately \$74.7 million and an increase in legal and professional services of approximately \$14.1 million related with the implementation of the fiscal plan and Title III (PROMESA) legal services and an increase in the eligible employees that elected the benefits of the voluntary transition program of approximately \$6.3 million.

Operating transfers from the Commonwealth decreased as a result of a reduction in amounts allocated by the Commonwealth of approximately \$19.8 million when compared to fiscal year ended June 30, 2018. As discussed in Note 4 to the basic financial statements.

On November 30, 2015, the Governor issued Executive Order 2015-046, which directed the Treasury Department to retain, among other things, certain gasoline, oil, diesel, and petroleum taxes that the Commonwealth had previously conditionally allocated to the Authority (commonly referred to as the "clawback"). These revenues were retained by the Commonwealth for the payment of essential government services.

Investment income increased by approximately \$3.7 million during the fiscal year ended June 30, 2019, as a result of gains generated from the investments and interest income from cash balances. In addition, interest expense on bonds and GDB obligations increased by approximately \$27.5 million during fiscal year ended June 30, 2019, principally due to the increase in interest payable related with GDB Debt Recovery Authority obligation outstanding balance. Other non-operating expenses consist of a credit loss on deposits with governmental banks.

Other non-operating revenues remain in line with prior fiscal year.

The Authority also received capital and operating grants from the U.S. federal government. Capital grants may only be used for construction, major improvements, preservation of highways and bridges while operating grants are used to finance repair and maintenance for roads and bridges preservation and other operating expenses of other mass transportation systems. Such capital and operating grants amounted to approximately \$195.9 million during the fiscal year ended June 30, 2019. In addition, during the year ended June 30, 2019, the Authority received from the Commonwealth approximately \$61 million for construction and maintenance of certain roads and bridges.

***CAPITAL ASSETS AND DEBT ADMINISTRATION*****Capital Assets**

As of June 30, 2019, the Authority had approximately \$9,126.9 million in capital assets, net of accumulated depreciation. Capital assets consist of roads, bridges, mass transportation system, transportation equipment, buildings, lands, construction in progress, and highways and bridges under concession agreements.

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## Management Discussion and Analysis (Unaudited)

For the Fiscal Year Ended June 30, 2019 and 2018

At the end of fiscal year 2005, the Authority started operating the mass rail transportation system for the San Juan metropolitan area known as "Urban Train". The Authority originally incurred approximately \$2.42 billion in costs, of which \$685.7 million was paid with federal funds. The Urban Train in San Juan consists of approximately 17 km of track running from San Juan to Bayamón. Maintenance services are partially funded with operating grants from the Federal Transit Administration (FTA). Total operating grants received from FTA used for maintenance services and other programs amounted to approximately \$26 million during the fiscal year ended June 30, 2019. Effective on July 1, 2017, the Authority entered into a new contract with ACI-Herzog for the purpose of operating and maintaining the Urban Train. This contract expires on June 30, 2032, with an option to extend the term for an additional two periods of not less than 5 years, as long as the entire term does not exceed 25 years. The total annual operation and maintenance cost, for the fiscal year ended June 30, 2019, was approximately \$51.6 million.

On September 22, 2011, the Authority entered into a toll road service concession agreement (the Toll Road Service Concession Agreement) with Metropistas, in which the Authority granted Metropistas the right to finance, operate and maintain the PR-22 and PR-5 highways for a period of 40 years. During the 40-year term, Autopistas will have the right to charge and collect the tolls imposed on these highways as more fully described in Note 11 to the basic financial statements. On April 19, 2016, the Authority entered into an amendment of the Toll Road Service Concession Agreement to extend the original term for 10 additional years and to create five bi-directional tolling points on the PR-5 and PR-22 highways.

On December 20, 1992, the Authority and Autopistas de Puerto Rico, LLC (Autopistas) entered into a service concession agreement (as amended in 1992, 2004 and 2009, the Bridge Service Concession Agreement, and together with the Toll Road Service Concession Agreement, the Service Concession Agreements) for the design, construction, operation and maintenance of the Teodoro Moscoso Bridge, a toll bridge that crosses the San Jose Lagoon between the municipalities of San Juan and Carolina. Autopistas designed and constructed the Teodoro Moscoso Bridge, which began operating on February 23, 1994 as more fully described in Note 11 to the basic financial statements. On September 9, 2009, the agreement was amended to extend its term to 50 years (2044).

**Debt Administration**

As of June 30, 2019, the total aggregate principal amount of the Authority's bonds outstanding (net of unamortized premiums) amounted to approximately \$4,395.6 million, plus account interest of \$539.7 million. In addition, as of the same date, the aggregate principal amount of expired GDB lines of credit now due to the GDB Debt Recovery Authority (formerly Government Development Bank of Puerto Rico "GDB"), was \$1,733.7 million, plus accrued interest of \$674.3 million. All these obligations have been stayed in PROMESA's Title III proceedings.

On March 2, 2018, Standard & Poor's Global Ratings (S&P) discontinued its "D" unenhanced rating on the Authority's Highway Revenue Bonds, Highway Revenue Refunding Bonds, Transportation Revenue Bonds, Transportation Revenue Refunding Bonds, and Subordinate Transportation Revenue Bonds.

For fiscal year ended June 30, 2019, the Authority defaulted on the debt service principal and interests amounting to \$342.3 million. Without the taxes and other revenues conditionally allocated by the Commonwealth, the Authority has been unable to make the scheduled payments on its outstanding bonds or to fund its reserve accounts accordingly.

**CURRENTLY KNOWN FACTS**

As explained in Note 4 to the financial statements, the number of uncertainties facing the Authority, the lack of sufficient resources to pay its liabilities as they become due and the proceedings initiated under Title III of the Puerto Rico Oversight, Management, and Economic Stability Act, 48 U.S.C. §§ 2101, et seq. (PROMESA),-as explained in Notes 3 and 4 to the basic financial statements,-have led management to conclude that there is substantial doubt as to the ability of the Authority to continue as a going concern.

**PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY**

(A Component Unit of the Commonwealth of Puerto Rico)

Management Discussion and Analysis (Unaudited)

For the Fiscal Year Ended June 30, 2019 and 2018

**Earthquake Events**

In January 2020, there were multiples and significant earthquake events severely damaged or destroyed buildings, roads, and bridges, most of which were fully depreciated, owned by the Authority. Management has initially determined that replacing or repairing the property damaged by the earthquake events will have a replacement cost of approximately \$26 million. This amount will be financed with a combination of U.S. Federal grants and the Authority's funds.

**COVID-19 Pandemic Event**

Since China first alerted the World Health Organization ("WHO") of flu-like cases in Wuhan on December 31, 2019, the global community is experiencing an unprecedented health crisis caused by a novel coronavirus known as COVID-19, which can cause several severe symptoms including fever, cough, shortness of breath, and even death in extreme cases. On March 15, 2020, then Governor Wanda Vázquez Garced signed Executive Order No. OE-2020-023, which directed the closure of all non-essential businesses in Puerto Rico. Thereafter, to the date of these financial statements were issued, new Executive Orders have been issued, including those by now Governor Pedro Pierluisi. Executive Orders in force as of this date have placed added restrictions to the allowed capacity of public places and inbound passengers, due to a spike in new cases been reported.

**Authority's Fiscal Plan and Agreements in Principle**

On June 26, 2020, the Oversight Board approved the FY 2021 fiscal plan for the Authority and recommended certain amendments.

On April 12, 2021, the Commonwealth and other component units, including the Authority, filed an Agreement in Principle (AP) with the Municipal Securities Rulemaking Board. The Authority's portions of the AP disclosed tentative agreements reached with the Authority's bond holders, that if materialized, will result in a significant decrease in the obligations of the Authority.

***CONTACTING THE AUTHORITY'S FINANCIAL MANAGEMENT***

This financial report is designed to provide our bondholders, and other interest parties with a general overview of the Authority's finances and to demonstrate the Authority's accountability for the money it receives. If you have any questions or need additional financial information, contact the Puerto Rico Highways and Transportation Authority, Finance Area, P.O. Box 42007, San Juan, Puerto Rico 00940-2007.

**PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY**  
(A Component Unit of the Commonwealth of Puerto Rico)

Statement of Net Position

June 30, 2019

Assets

Current assets:

Cash and cash equivalents	\$ 20,808,279
Accounts receivable, net	7,284,730
Due from Commonwealth of Puerto Rico	8,108,333
Prepaid expenses and other assets	4,735,666
Total current assets	<u>40,937,008</u>

Restricted assets:

Cash and cash equivalents	280,888,956
Investments with trustee	83,083,500
Receivables:	
U.S. Federal government	27,773,338
Accrued interest and other	189,580
Total restricted assets	<u>391,935,374</u>

Other Non-current assets:

Capital assets, net	9,126,924,238
Highways and bridge under concession agreements, net	<u>199,622,733</u>
Total other non-current assets	<u>9,326,546,971</u>
Total assets	<u>9,759,419,353</u>

Deferred outflows of resources:

Pension related	92,241,192
Deferred loss on advance refunding, net	75,287,322
Other postemployment benefits other than pensions	54,225
Total deferred outflows, net	<u>167,582,739</u>

Total assets and deferred outflows of resources

\$ 9,927,002,092

Continued.

**PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY**  
(A Component Unit of the Commonwealth of Puerto Rico)

Statement of Net Position

June 30, 2019

**Liabilities**

Current liabilities:

Accounts payable	\$ 39,249,435
Accrued and other liabilities	12,494,703
Accounts payable subcontractors	53,887,371
Deferred revenue	99,462,926
Accrued interest on bonds payable	4,001,266
Current portion of accrued legal claims	618,442
Current portion of bonds payable, Teodoro Moscoso	10,820,000
Total current liabilities	<u>220,534,143</u>

Non-current liabilities:

Bonds payable	4,395,661,264
Bonds payable, Teodoro Moscoso, net	97,317,853
Accrued interest on bonds payable	539,650,834
GDB Debt Recovery Authority obligation	1,733,697,500
Accrued interest on GDB Debt Recovery Authority obligation	674,249,835
Accrued vacations, net	1,730,161
Voluntary termination incentive plan liability, net	37,531,633
Net pension liability	494,322,540
Other post employment benefit liability	3,169,390
Accounts payable	26,024,752
Accrued and other liabilities	4,021,368
Accounts payable subcontractors	48,036,188
Accrued legal claims	100,083,962
Total non-current liabilities	<u>8,155,497,280</u>
Total liabilities	<u>8,376,031,423</u>

Deferred inflow of resources:

Service concession agreement	1,088,554,605
Pension related	69,146,336
Total deferred inflows of resources	<u>1,157,700,941</u>

Net position:

Net investment in capital assets	1,973,859,512
Restricted for debt service	—
Restricted for construction	250,573,961
Deficit	(1,831,163,745)
Total net position	<u>393,269,728</u>
Total liabilities, deferred inflow of resources and net position	<u>\$ 9,927,002,092</u>

The Notes to Financial Statements are an integral part of the Financial Statements.

**PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY**  
(A Component Unit of the Commonwealth of Puerto Rico)

Statement of Revenues, Expenses, and Changes in Net Position

June 30, 2019

Operating revenues:

Toll and train fares	\$ 142,293,193
Other operating income	32,526,960
Concession agreement	34,425,697
Total operating revenues	<u>209,245,850</u>

Operating expenses:

Salaries and related benefits	38,423,463
Post-employment benefits	214,218
Toll highways administration and maintenance	43,918,912
Train operating and maintenance costs	51,593,962
Integrated transportation system	9,738,821
Repairs and maintenance of roads and bridges	148,034,970
Emergency repairs post Hurricane Maria	34,131,148
Utilities	9,906,908
Insurance	9,638,036
Other	52,373,704
Total operating expenses	<u>397,974,142</u>
Operating loss before depreciation and amortization	(188,728,292)
Depreciation and amortization	462,392,000
Operating loss	<u>(651,120,292)</u>

Non-Operating Revenues (Expenses):

Operating transfers from the Commonwealth of Puerto Rico	97,300,000
Operating grants from U.S. Federal Government	31,828,425
Interest on bonds and lines of credit	(358,376,287)
Investment income	9,961,372
Net change in fair value of investments	80,586
Other	(81,591)
Total non-operating revenues (expenses), net	<u>(219,287,495)</u>

Loss Before Capital Contributions

Capital Grants:

U.S. Federal Government	164,100,832
Commonwealth	61,396,594
Total capital grants	<u>225,497,426</u>

Change in Net Position	(644,910,361)
Net position at beginning of year	1,322,484,259
Prior period adjustments	(284,304,170)
Net position at end of year	<u>\$ 393,269,728</u>

The Notes to Financial Statements are an integral part of the Financial Statements.

**PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY**  
(A Component Unit of the Commonwealth of Puerto Rico)

Statement of Cash Flows

June 30, 2019

**OPERATING ACTIVITIES:**

Receipt from tolls and train fares	\$ 144,308,720
Receipt from other sources	31,699,910
Payments to employees, PayGo and related benefits	(79,374,479)
Payments to suppliers for goods and services	(267,258,028)
Net cash used in operating activities	<u>(170,623,877)</u>

**NONCAPITAL FINANCING ACTIVITIES:**

Operating grants received	31,872,161
Operating transfers from the Commonwealth of Puerto Rico	<u>97,300,000</u>
Net cash provided by noncapital financing activities	<u>129,172,161</u>

**CAPITAL AND RELATED FINANCING ACTIVITIES:**

Capital grants received	217,554,463
Acquisition and construction of capital assets, net of capitalized interest	(128,462,519)
Interest paid	(633,918)
Net cash flows provided by capital and related financing activities	<u>88,458,026</u>

**INVESTING ACTIVITIES:**

Purchase of investments	(2,863,285)
Investments and interest income received	<u>5,994,591</u>
Net cash provided by investing activities	<u>3,131,306</u>

NET INCREASE IN CASH AND CASH EQUIVALENTS 50,137,616

CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR 251,559,619

CASH AND CASH EQUIVALENTS AT END OF YEAR \$ 301,697,235

Continued.

**PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY**  
(A Component Unit of the Commonwealth of Puerto Rico)

Statement of Cash Flows (Continued)

June 30, 2019

RECONCILIATION TO CASH AND CASH EQUIVALENTS PRESENTED

IN THE STATEMENT OF NET POSITION:

Cash and cash equivalents	\$ 20,808,279
Cash and cash equivalents - restricted	280,888,956
Total	<u>301,697,235</u>

RECONCILIATION OF OPERATING LOSS TO NET CASH

FLOW USED IN OPERATING ACTIVITIES:

Operating loss	\$ (651,120,292)
Adjustments to reconcile operating loss to net cash flows used in operating activities:	
Depreciation and amortization	462,392,000
Revenue from concession agreement	(34,425,697)
Impairment loss for deposits in governmental banks	(93,367)
Other non-operating revenues	11,778
Net change in operating assets and liabilities:	
Accounts receivable	4,459,043
Prepaid expenses and other assets	6,468,112
Deferred outflows of resources related to pensions	(27,340,187)
Accounts payable	(24,365,915)
Accrued liabilities	95,704,319
Accrued legal claims	10,513,309
Accrued vacation and sick leave	(4,771,577)
Accrued voluntary incentive plan liability	(8,323,846)
Net pension liability	268,443
Net cash flows used in operating activities	<u>\$ (170,623,877)</u>

SUPPLEMENTAL CASH FLOWS INFORMATION:

Non-cash transaction:	
Legal Claim Settlement	\$ 12,996,702
Impairment loss for deposits in governmental banks	<u>\$ 93,367</u>
Change in fair value of investments	<u>\$ (80,586)</u>
Bonds principal and interest paid by third party (Teodoro Moscoso Bonds)	<u>\$ 12,611,259</u>

The Notes to Financial Statements are an integral part of the Financial Statements.

**PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY**

(A Component Unit of the Commonwealth of Puerto Rico)

## Notes to Financial Statements

Year Ended June 30, 2019

**1. ORGANIZATION**

The Authority is a public corporation and component unit of the Commonwealth of Puerto Rico (the Commonwealth) created by Act No. 74 of June 23, 1965, as amended ("Act No. 74- 1965"), to design, construct and administer toll roads, highways, and other facilities for the mobility of individuals, vehicles and vessels, and for the planning, promotion and feasibility of mass transportation systems. As a component unit, the Authority is included in the basic financial statements of the Commonwealth.

The Authority is exempt from the payment of taxes on its revenues and properties. The Authority is governed by a seven-member board of directors empowered to approve, amend, and revoke any regulations necessary to perform its duties and to control the Authority's capital and operational budget. With the enactment of The Puerto Rico Oversight, Management, and Economic Stability Act (PROMESA) on June 30, 2016, certain corporate actions may also require approval by the Financial Oversight and Management Board for Puerto Rico (the Oversight Board). In addition, through the enactment of Act No. 2 2017, the Puerto Rico Fiscal Agency and Financial Advisory Authority Act, expanded the powers and authority of the Puerto Rico Fiscal Agency and Financial Advisory Authority (FAFAA) so that FAFAA has the responsibility to negotiate, restructure, and reach agreements with creditors on all or part of the public debt or any other debt issued by any Commonwealth entity, including the Authority.

In addition, as discussed in Notes 3 and 4 to the basic financial statements, on May 21, 2017, the Oversight Board, at the request of the Governor, commenced a Title III case for the Authority by filing a petition for relief under Title III of PROMESA in the United States District Court for the District of Puerto Rico. The Authority currently operates as a debtor in such Title III case.

The basic financial statements presented herein relate solely to the Authority's financial position and results of operations and are not intended to present the financial position of the Commonwealth or the results of its operations or cash flows.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES****Measurement Focus and Basis of Accounting**

The accounting policies of the Authority conform to generally accepted accounting principles in the United States of America (GAAP), as promulgated in Governmental Accounting Standard Board (GASB) pronouncements.

The Authority's operations are accounted for as a proprietary fund (enterprise fund) using the flow of economic resources measurement focus and the accrual basis of accounting. With this measurement focus, all assets and deferred outflows of resources and all liabilities and deferred inflow of resources associated with the Authority's operations are included on the statement of net position. Revenue is recognized in the period in which it was earned, and expenses are recognized in the period in which they were incurred.

The Authority accounts for its operations and financing in a manner similar to private business enterprises. The intent is that costs of providing goods or services to the general public on a continuing basis be financed or recovered primarily through user charges. Such accounts and these basic financial statements have been prepared on the basis that the Authority will continue as a going concern and as a legally separate governmental entity and component unit of the Commonwealth. See Note 4 to the basic financial statements.

**PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY**

(A Component Unit of the Commonwealth of Puerto Rico)

## Notes to Financial Statements

Year Ended June 30, 2019

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)****Estimates and Assumptions**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, deferred outflows of resources, liabilities and deferred inflows of resources, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Cash and Cash Equivalents**

The Authority considers as cash and cash equivalents all highly liquid investments with original maturities within three months or less from the date of purchase.

**Receivables**

Accounts receivable consists of amounts due from the Commonwealth, which includes unremitted Commonwealth Operating transfers, and amounts due from Federal programs, government agencies, public corporations, and municipalities of the Commonwealth in previous fiscal years. Most of these amounts are significantly overdue and, therefore, are included in the allowance for doubtful accounts. Receivables are stated net of estimated allowances for uncollectible accounts, which are determined based upon past collection experience and current economic conditions, among other factors.

**Investments**

The Authority reports investments on the statement of net position at fair value and investment income, including changes in the fair value of investments, which are reported as non-operating revenue/(expense) in the statement of revenues, expenses, and changes in net position. Fair values have been determined using quoted market values as of June 30, 2019.

**Allowance for Doubtful Accounts**

The allowance for doubtful accounts is an amount that management believes will be adequate to absorb possible losses on existing accounts receivable that may become uncollectible based on evaluations of collectability of accounts receivable and prior credit loss experience. Because of uncertainties inherent in the estimation process, management's estimate of credit losses inherent in the existing accounts receivable and related allowance may change in the future.

**Capital Assets**

**Cost Basis** - Capital assets are recorded at historical cost or acquisition value for donated assets. The cost of property and equipment includes costs for infrastructure assets (rights of way, bridge substructures, highways, and bridges), toll facilities, equipment, and other related costs (including software), buildings, and furniture. Highways and bridge substructures include road subbase, grading, land clearing, embankments, and other related costs. Costs for infrastructure assets include construction costs, design and engineering fees and administrative and general expenses associated with the project.

**Capitalization Policy** - Infrastructure capital assets (road, bridges, highways, transportation equipment, etc.) are defined by the Authority as assets with an initial, individual cost of more than \$500,000 and an estimated

**PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY**

(A Component Unit of the Commonwealth of Puerto Rico)

## Notes to Financial Statements

Year Ended June 30, 2019

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

useful life of more than one year. Other capital assets, such as equipment, vehicles, etc. are defined by the Authority as assets with an initial individual cost of more than \$1,000 and an estimated life of more than two years.

Costs to acquire additional capital assets, which replace existing assets or otherwise extend their useful lives, are generally capitalized.

The costs of normal maintenance and repairs that do not add to the value of the assets or materially extend assets lives are expensed as incurred.

Interest cost is capitalized as part of the historical cost of acquiring or constructing certain assets. To qualify for interest capitalization, assets must require a period of time before they are ready for their intended purpose. Interest earned on proceeds of tax-exempt borrowing arrangements restricted for the acquisition of qualifying assets is offset against interest cost to determine the net amount to be capitalized. Interest cost is not capitalized on costs paid with the proceeds of grants or donations restricted solely for construction.

**Depreciation of Capital Assets** - Depreciation is provided using the straight-line method over an estimated useful life of 40 years for new roads and highways, 50-59 years for new bridges and transportation systems (including transportation equipment and facilities), 20 years for bridge improvements, 15 years for road resurfacing of freeways and 10 years for equipment, vehicles, and non-freeways.

**Impairment of Capital Assets** - The Authority evaluates prominent events or changes in circumstances affecting capital assets to determine whether impairment of a capital asset has occurred. Such events or changes in circumstances that may be indicative of impairment include evidence of physical damage, enactment or approval of laws or regulations or other changes in environmental factors, technological changes or evidence of obsolescence, changes in the manner or duration of use of a capital asset, and construction stoppage, among others.

The Authority evaluated its capital assets and determined that there was no impairment as of June 30, 2019.

**Service Concession Agreements**

The Authority has entered into service concession agreements under which it has transferred the administration and operation of certain infrastructure assets to private organizations in exchange for concession fees. Amounts collected in advance are reported as deferred inflows of resources and are amortized into concession revenue in a systematic and rational manner over the term of the agreements. The assets are still owned by the Authority and, therefore, are reported in the Authority's basic financial statements. Improvements performed by Autopistas Metropolitanas de Puerto Rico, LLC (Metropistas) and Autopistas de Puerto Rico LLC (Autopistas) to the transferred assets are capitalized by the Authority. See Note 11 for additional information regarding the service concession agreements in effect as of June 30, 2019.

**Claims and Judgments**

The estimated amount of liability for claims and judgments is recorded on the accompanying statement of net position based on the Authority's evaluation of the probability of an unfavorable outcome in the litigation of such claims and judgments. The Authority consults with legal counsel upon determining whether an unfavorable outcome is expected. Because of uncertainties inherent in the estimation process, management's estimate of the liability for claims and judgments may change in the future. Refer to Note 19 for additional

Notes to Financial Statements

Year Ended June 30, 2019

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

information regarding the status of the Authority's key litigation as of the date of these basic financial statements.

**Compensated Absences**

Compensated absences include paid time off made available to employees in connection with vacation, sick leave, and compensatory time. The liability for compensated absences is reported in the statement of net position (deficit). A liability for compensated absences is reported in the financial statements only when payment is due. The liability for compensated absences recorded in the accompanying statement of net position (deficit) is limited to leave that is attributable to services already rendered and is not contingent on a specific event.

On April 29, 2017, the Governor of the Commonwealth signed into law Act No. 26 of 2017 "Law for the Compliance with the Fiscal Plan" which, among other things, changed the vacation and sick leave accrual formula for all government employees. Through it, it was established that as of May 1, 2017, all public employees will have the right to accumulate vacation leave at the rate of one and one-fourth days for each month of service. In addition, the payment of sick leave was eliminated. New employee accumulates retroactively after the first 3 months of employment.

In addition, it was reported that as of the effective date of this Act, no public employee, whether a union member or not, who works for the Government of Puerto Rico in any of its agencies, instrumentalities or public corporations will have the right to receive pay for the liquidation of days in excess of the maximum allowable leave.

**Pensions**

For purposes of measuring the pension liability, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the Employee Retirement System (ERS) of the Commonwealth and additions to/deductions from their fiduciary net position have been determined on the same basis as they are reported by ERS. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at estimated fair value. The Authority accounts for termination benefits in accordance with GASB Statement No. 47, *Accounting for Termination Benefits*. Pursuant to the provisions of GASB Statement No. 47, in financial statements prepared on the accrual basis of accounting, employers should recognize a liability and expense for voluntary termination benefits (for example, early retirement incentives) when the offer is accepted, and the amount can be estimated.

**Postemployment Benefits Other Than Pensions**

The Authority accounts postemployment benefits other than pensions in accordance with GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions*. Other postemployment benefits other than pensions ("OPEB") expense is recognized and disclosed using the accrual basis of accounting. The Authority recognizes the total OPEB liability since the Authority's OPEB program is funded on a pay-as-you-go basis. Changes in the total OPEB liability during the period are recorded as OPEB expense, or as deferred inflows of resources or deferred outflows of resources depending on the nature of the change; recognition occurs in the period the OPEB expense, deferred inflows or deferred outflows, as applicable, are incurred. Those changes in total OPEB liability that are recorded as deferred inflows of resources or deferred outflows of resources that arise from changes in actuarial assumptions or other inputs and differences between expected or actual experience are amortized over the average of the remaining service life

**PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY**

(A Component Unit of the Commonwealth of Puerto Rico)

## Notes to Financial Statements

Year Ended June 30, 2019

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

of all participants including retirees and recorded as a component of OPEB expense beginning with the period in which they arose.

**Voluntary Termination Benefits**

The Authority accounts for termination benefits in accordance with GASB Statement No. 47, *Accounting for Termination Benefits*. Pursuant to the provisions of GASB Statement No. 47, in financial statements prepared on the accrual basis of accounting, employers should recognize a liability and expense for voluntary termination benefits (for example, early retirement incentives) when the offer is accepted, and the amount can be estimated.

**Deferred Outflows/Inflows of Resources**

In addition to assets, the statement of net position reports a separate section for deferred outflows of resources. This separate financial statement element represents a consumption of net position that applies to a future period and will not be recognized as an outflow of resources (expenses) until then. The Authority has three items that qualify for reporting in this category; (i) the deferred loss on advance refunding, (ii) difference between expected and actual experience, due to changes in assumptions and employer's contribution to the pension plan subsequent to the measurement date of the net pension liability, (iii) and the difference between actual and expected experience related to the OPEB obligation.

Losses resulting from current or advance refunding of debt are deferred and amortized over the shorter of the life of the new debt and the remaining life of old debt. The amount amortized is reported as a component of interest expense.

In addition to liabilities, the statement of net position reports a separate section for deferred inflows of resources. This separate financial statement element represents an acquisition of net position that applies to a future period and will not be recognized as an inflow of resources (revenue) until that time. The Authority has two items that qualify for reporting in this category: (i) the deferred amounts of service concession agreements, and (ii) difference between expected and actual experience, changes in assumptions and employer's contribution to the pension plan subsequent to the measurement date of the net pension liability.

A deferred outflow/inflow of resources related to pension results from differences between expected and actual experience, or changes in assumptions or other inputs. These amounts are deferred and included in pension expense in a systematic and rational manner over a period equal to the average of the expected remaining service lives of all employees that are provided with benefits through the pension plan (active employees and inactive employees). Deferred inflows of resources related to the service concession agreement amounted to \$1,136 million. These amounts are being amortized over the 50-year term of the agreement. See Note 11 for additional information regarding the service concession agreements in effect as of June 30, 2019.

**Bond Premiums (Discounts) and Bond Issuance Costs**

Bond issuance costs are reported as expense during the year they are incurred.

Bonds discounts and premiums are amortized over the term of the related debt using the effective interest-rate method. Bonds payable are reported net of applicable discounts and premiums.

**PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY**

(A Component Unit of the Commonwealth of Puerto Rico)

## Notes to Financial Statements

Year Ended June 30, 2019

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Amortization related to bond premiums (discounts) was approximately \$13.3 million for the fiscal year ended June 30, 2019 and is included as a component of interest expense in the accompanying statements of revenues, expenses, and changes in net position.

**Interest Expense**

In accordance with ASC 852-10-45-11, the recognition of interest expense during a bankruptcy proceeding is limited to only amounts that will be paid during the bankruptcy proceeding or that are likely to become allowed claims. If the allowed claim amount for the debt differs from its net carrying amount after reclassification, the net carrying amount should be adjusted to the amount of the allowed claim.

**Net Position**

Net position is classified in the following four components in the accompanying statement of net position:

**Net Investment in Capital Assets** - This component of net position consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances of any bonds, notes, or other borrowings that are attributable to the acquisition, construction, or improvement of those assets. Deferred outflows of resources and deferred inflows of resources that are attributable to the acquisition, construction or improvement of those assets or related debt also should be included in this component of net position. If there are significant unspent related debt proceeds or deferred inflows of resources at fiscal year end, the portion of the debt or deferred inflows of resources attributable to the unspent amount are not included in the calculation of net investment in capital assets. Instead, that portion of the debt or deferred inflows of resources is included in the same net position component (restricted or unrestricted) as the unspent amount.

**Restricted for Debt Service** – This component of net position consists of restricted assets for payment of principal and interest related to bonds payable. This restriction is imposed by the bondholders through debt covenants.

**Restricted for Construction** - This component of net position consists of restricted assets for the specific purpose of financing the construction projects. This restriction is imposed by the grantors and contributors, as well as the bondholders through debt covenants.

**Unrestricted** - Unrestricted net position consists of net amount of the assets, deferred outflows of resources, liabilities, and deferred inflows of resources that are not included in the determination of net investments in capital assets or the restricted component of net position. As of June 30, 2019, the Authority has an accumulated deficit of approximately \$1,831.1 million. Refer to Note 4 for further information regarding the Authority's ability to continue as a going concern.

**Revenue Recognition**

The Authority distinguishes operating revenues and expenses from non-operating items. Revenues associated with tolls and train fares are recorded as operating revenues when earned, based on activity reports provided by the toll and train operators, respectively.

Expenses related to the administration and maintenance of toll highways and transportation system, repair and maintenance of roads and bridges, and administrative expenses are recorded as operating expenses. All other revenues and expenses are considered non-operating.

**PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY**

(A Component Unit of the Commonwealth of Puerto Rico)

## Notes to Financial Statements

Year Ended June 30, 2019

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Non-operating revenues consist principally of operating transfers allocated to the Authority by the Commonwealth and United States federal government to finance the Authority's operations.

Deferred revenues consist of state and federal grants for repairs and maintenance of roads and bridges that are recognized following the applicable legal and contractual requirements. Essentially, revenues are recognized based upon the expenditures recorded. This occurs when expenditures are incurred for the specific purpose of the project.

**Capital and Operating Grants**

Capital and operating grants are funds assigned by the federal and local governments, including by the Federal Highways Administration (FHWA), the Federal Transit Administration (FTA), and the Commonwealth to the Authority for the construction of specific projects or infrastructure repairs and maintenance. These are reported as capital and operating grants as required by GASB Statement No. 33, *Accounting and Financial Reporting for Non-Exchange Transactions*.

**Use of Estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect (i) the reported amounts of assets and liabilities, (ii) disclosure of contingent assets and liabilities at the date of the financial statements and (iii) the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates.

**Risk Financing**

The Authority carries commercial insurance to cover casualty, theft, claims and other losses. The current insurance policies have not been cancelled or terminated. The Authority has not settled any claims in excess of its insurance coverage for the fiscal years ended June 30, 2019, 2018 and 2017.

**New Accounting Pronouncements**

The GASB has issued the following Statements:

As of July 1, 2018, the Authority has adopted the following new statements of financial accounting standards issued by the GASB:

- GASB Statement No. 88, *Certain Disclosures Related to Debt*, including Direct Borrowings and Direct Placements (GASB Statement No. 88).

GASB Statement No. 88 defines debt for purposes of disclosure in notes to financial statements as a liability that arises from a contractual obligation to pay cash (or other assets that may be used in lieu of cash) in one or more payments to settle an amount that is fixed at the date the contractual obligation is established. This Statement requires that additional essential information related to debt be disclosed in notes to financial statements, including (i) unused lines of credit, (ii) assets pledged as collateral for the debt, (iii) and terms specified in debt agreements related to significant events of default with finance-related consequences, significant termination events with finance-related consequences, and significant subjective acceleration clauses. The Statement also requires that existing and additional information be provided for direct borrowings and direct placements of debt separately from other debt. GASB Statement No. 88 resulted in minimal changes in disclosure and presentation of Notes 4, 12 and 14.

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

- GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions* (OPEB) (GASB Statement No. 75).

As of July 1, 2018, the Authority retroactively adopted GASB Statement No. 75, *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions (OPEB)* (GASB Statement No. 75), which the Authority had not previously adopted upon application on July 1, 2017. Therefore, the adoption resulted in a restatement of the beginning net position as more fully disclosed in Note 22.

GASB Statement No. 75 establishes standards of accounting and financial reporting for OPEB that are provided to the employees of state and local governmental employers. This statement also establishes standards for recognizing and measuring liabilities, deferred outflows of resources, deferred inflows of resources, and expenses. It replaces the requirements of GASB Statement No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*, as amended, and GASB Statement No. 57, *OPEB Measurement by Agent Employers and Agent Multiple-Employer Plans*.

At transition, the impact of GASB Statement No. 75 decreased the net position as of July 1, 2017 by approximately \$2.9 million, recognized a deferred outflow of resources for the OPEB employer's contributions made after the June 30, 2018 measurement date of approximately \$54 thousand, and recognized the total OPEB liability by approximately \$3.1 million. At transition, the effect of deferred outflows of resources and deferred inflows of resources from other OPEB activities as required by GASB Statement No. 75 was not included because determining the effect was impracticable. See Note 16.

*Future Adoption*

The GASB has issued the following Statements:

- GASB Statement No. 84, *Fiduciary Activities* (GASB Statement No. 84), which is effective for periods beginning after December 15, 2019, as per GASB Statement No. 95 establishes specific criteria for identifying activities that should be reported as fiduciary activities and clarifies whether and how business-type activities should report their fiduciary activities. This Statement establishes criteria for identifying fiduciary activities of all state and local governments. The focus of the criteria generally is on (i) whether a government is controlling the assets of the fiduciary activity and (ii) the beneficiaries with whom a fiduciary relationship exists. Separate criteria are included to identify fiduciary component units and postemployment benefit arrangements that are fiduciary activities. An activity meeting the criteria should be reported in a fiduciary fund in the basic financial statements. Governments with activities meeting the criteria should present a statement of fiduciary net position and a statement of changes in fiduciary net position. An exception to that requirement is provided for a business-type activity that normally expects to hold custodial assets for three months or less.
- GASB Statement No. 87, *Leases* (GASB Statement No. 87), which is effective for periods beginning after June 15, 2021, as per GASB Statement No. 95 establishes a single approach to accounting for and reporting leases by state and local governments. GASB Statement No. 87 is based on the principle that leases are financing of the right to use an underlying asset. GASB Statement No. 87 provides guidance for lease contracts for nonfinancial assets including vehicles, heavy equipment and buildings—but excludes nonexchange transactions, including donated assets and leases of intangible assets (such as patents and software licenses). GASB Statement No. 87 provides exceptions from the single approach for short-term leases, financial purchases, leases of assets that are investments and certain regulated

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

leases. GASB Statement No. 87 also addresses accounting for lease terminations and modifications, sale-leaseback transactions, non-lease components embedded in lease contracts (such as service agreements) and leases with related parties.

Under this statement, a lessee government is required to recognize a lease liability and an intangible asset representing the lessee's right to use the leased asset. The liability should be the present value of the payments covered by the contract, and its value should be reduced as payments are made over the lease's term. The asset should equal the initial measurement of the liability. A lessee also will report the following in its financial statements:

- (1) amortization expense for using the lease asset (similar to depreciation) over the shorter of the term of the lease or the useful life of the underlying asset;
- (2) interest expense on the lease liability; and
- (3) note disclosures about the lease, include a general description of the leasing arrangement, the amount of lease assets recognized, and a schedule of future lease payments to be made.

Under this statement, a lessor government is required to recognize a lease receivable and a deferred inflow of resources. A lessor will continue to report the leased asset in its financial statements. A lessor also will report the following in its financial statements:

- (1) lease revenue, systematically recognized over the term of the lease, corresponding with the reduction of the deferred inflow;
  - (2) interest revenue on the receivable; and
  - (3) note disclosures about the lease, including a general description of the leasing arrangement and the total amount of inflows of resources recognized from leases.
- GASB Statement No. 89, *Accounting for Interest Cost Incurred before the End of a Construction Period* (GASB Statement No. 89), which is effective for periods beginning after December 15, 2020, as per GASB Statement No. 95 enhances the relevance and comparability of information about capital assets and the cost of borrowing for a reporting period and simplifies accounting for interest cost incurred before the end of a construction period.

This Statement establishes accounting requirements for interest cost incurred before the end of a construction period. Such interest cost includes all interest that previously was accounted for in accordance with the requirements of paragraphs 5–22 of Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*, which are superseded by this Statement. This Statement requires that interest cost incurred before the end of a construction period be recognized as an expense in the period in which the cost is incurred for financial statements prepared using the economic resources measurement focus. As a result, interest cost incurred before the end of a construction period will not be included in the historical cost of a capital asset reported in a business-type activity or enterprise fund. This Statement also reiterates that in financial statements prepared using the current financial resources measurement focus, interest cost incurred before the end of a construction period should be recognized as an expenditure on a basis consistent with governmental fund accounting principles.

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

- GASB Statement No. 90, *Majority Equity Interests*—an amendment of GASB Statements No. 14 and No. 61 (GASB Statement No. 89), which is effective for periods beginning after December 15, 2019, as per GASB Statement No. 95 improves the consistency and comparability of reporting a government's majority equity interest in a legally separate organization and improves the relevance of financial statement information for certain component units. It defines a majority equity interest and specifies that a majority equity interest in a legally separate organization should be reported as an investment if a government's holding of the equity interest meets the definition of an investment. A majority equity interest that meets the definition of an investment should be measured using the equity method, unless it is held by a special-purpose government unit engaged only in fiduciary activities, a fiduciary fund, or an endowment (including permanent and term endowments) or permanent fund. Those governments units and funds should measure the majority equity interest at fair value.

For all other holdings of a majority equity interest in a legally separate organization, a government should report the legally separate organization as a component unit, and the government or fund that holds the equity interest should report an asset related to the majority equity interest using the equity method.

This Statement establishes that ownership of a majority equity interest in a legally separate organization results in the government being financially accountable for the legally separate organization and, therefore, the government should report that organization as a component unit. This Statement also requires that a component unit in which a government has a 100 percent equity interest account for its assets, deferred outflows of resources, liabilities, and deferred inflows of resources at acquisition value the interest on the government acquired a 100 percent equity interest in the component unit. Transactions presented in flows statements of the component unit in that circumstance should include only transactions that occurred subsequent to the acquisition.

- GASB Statement No. 91, *Conduit Debt Obligations* (GASB Statement No. 91), which is effective for periods beginning after December 15, 2021, as per GASB Statement No. 95 provides a single method for government issuers to report conduit debt obligations and related commitments. GASB Statement No. 91 addresses the variation in practice by: clarifying what is a conduit debt obligation; eliminating the option for government issuers to recognize conduit debt obligations, thereby providing a single method of reporting; broadening the definition of conduit debt obligations to include those for which government issuers make related additional commitments, such as guarantees or moral obligation pledges, or voluntarily agree to make debt service payments or request an appropriation for such payments, if necessary; clarifying how government issuers should account for and report commitments they extend or voluntarily provide, and arrangements associated with conduit debt obligations, which often are characterized in practice as leases, but are not leases for financial reporting purposes; and enhancing note disclosures. Although government issuers will no longer report conduit debt obligations as liabilities, they may need to recognize a liability related to commitments they make or voluntarily provide associated with that conduit debt. GASB Statement No. 91 requires a government issuer to recognize a liability if qualitative factors indicate that it is more likely than not that it will support one or more debt service payments for a conduit debt obligation.
- GASB Statement No. 92, *Omnibus 2020* (GASB Statement No. 92), enhances comparability in accounting and financial reporting and improves the consistency of authoritative literature by addressing practice issues that have been identified during implementation and application of certain

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

GASB Statements. This Statement addresses a variety of topics and includes specific provisions about the following: the effective date of GASB Statement No. 87, *Leases*, and Implementation Guide No. 2019-3, *Leases*, for interim financial reports; reporting of intra-entity transfers of assets between a primary government employer and a component unit defined benefit pension plan or defined benefit other postemployment benefit (OPEB) plan; the applicability of GASB Statements No. 73, *Accounting and Financial Reporting for Pensions and Related Assets That Are Not within the Scope of GASB Statement 68, and Amendments to Certain Provisions of GASB Statements 67 and 68*, as amended, and GASB Statement No. 74, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*, as amended, to reporting assets accumulated for postemployment benefits; the applicability of certain requirements of GASB Statement No. 84, *Fiduciary Activities*, to postemployment benefit arrangements; measurement of liabilities (and assets, if any) related to asset retirement obligations (AROs) in a government acquisition; reporting by public entity risk pools for amounts that are recoverable from reinsurers or excess insurers; reference to nonrecurring fair value measurements of assets or liabilities in authoritative literature; and, terminology used to refer to derivative instruments.

The requirements of GASB Statement No. 92 are effective as follows: the requirements related to the effective date of GASB Statement No. 87 and Implementation Guide 2019-3, regarding reinsurance recoveries, and terminology used to refer to derivative instruments are effective upon issuance; the requirements related to intra-entity transfers of assets and those related to the applicability of GASB Statements No. 73 and No. 74 are effective for fiscal years beginning after June 15, 2020; the requirements related to application of GASB Statement No. 84 to postemployment benefit arrangements and those related to nonrecurring fair value measurements of assets or liabilities are effective for reporting periods beginning after June 15, 2020; the requirements related to the measurement of liabilities (and assets, if any) associated with AROs in a government acquisition are effective for government acquisitions occurring in reporting periods beginning after June 15, 2020.

- GASB Statement No. 95, *Postponement of the Effective Dates of Certain Authoritative Guidance* (GASB Statement No. 95). The primary objective of this Statement is to provide temporary relief to governments and other stakeholders in light of the COVID-19 pandemic. That objective is accomplished by postponing the effective dates of certain provisions in Statements and Implementation Guides that first became effective or are scheduled to become effective for periods beginning after June 15, 2018, and later. The effective dates of certain provisions contained in the following pronouncements are postponed by one year:

Statement No. 83, *Certain Asset Retirement Obligations*

Statement No. 84, *Fiduciary Activities*

Statement No. 88, *Certain Disclosures Related to Debt, including Direct Borrowings and Direct Placements*

Statement No. 89, *Accounting for Interest Cost Incurred before the End of a Construction Period*

Statement No. 90, *Majority Equity Interests*

Statement No. 91, *Conduit Debt Obligations*

Statement No. 92, *Omnibus 2020*

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**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

The effective dates of the following pronouncements are postponed by 18 months:

Statement No. 87, *Leases*

Earlier application of the provisions addressed in this Statement is encouraged and is permitted to the extent specified in each pronouncement as originally issued. The requirements of this Statement are effective immediately.

**3. THE PUERTO RICO OVERSIGHT, MANAGEMENT, AND ECONOMIC STABILITY ACT (PROMESA) AND OTHER LEGISLATION RELATED TO DEBT RESTRUCTURING**

The Commonwealth and many of its component units, including the Authority, are in the midst of an economic and fiscal crisis, which have caused, among other things, the initiation of financial measures directed to reinstate fiscal and financial stability, including a number of Commonwealth and federal laws that have been passed in recent years. On June 30, 2016, the U.S. Congress enacted PROMESA to address these problems. Thereafter, the Commonwealth and other governmental entities including the Authority, the Puerto Rico Sales Tax Financing Corporation (COFINA), the Employee Retirement System (ERS), the Puerto Rico Electric Power Authority (PREPA), the Public Building Authority (PBA) and the Government Development Bank for Puerto Rico (GDB) initiated PROMESA bankruptcy proceedings at the request of the Governor to restructure or adjust their existing debt. The most relevant Commonwealth and federal legislation enacted to address the fiscal crisis and to initiate the economic recovery is as follows:

**Fiscal Measures Before PROMESA**

- (i) *Retention by the Government of Tax Revenues Conditionally Allocated to Certain Public Corporations and Priority of Payment Provisions*

On December 1, 2015, the Governor signed Executive Order No. 46 (Executive Order No. 46). Executive Order No. 46 ordered the Secretary of Department of Treasury (DOT) to retain certain available resources of the Commonwealth based on revised revenue estimates for fiscal year 2016 and the Commonwealth's deteriorating liquidity situation. Pursuant to such executive order, the Secretary of the DOT retained revenues conditionally allocated to the Authority, the Puerto Rico Infrastructure Financing Authority (PRIFA), the Puerto Rico Convention Center District Authority (PRCCDA), and Puerto Rico Metropolitan Bus Authority (PRMBA) for the payment of debt service on their bonds during fiscal year 2016. Since fiscal year 2017, such revenues are being retained by the Commonwealth pursuant to certain laws, including but not limited to (a) the Moratorium Act and Act No. No. 5 (discussed below), and (b) the automatic stay under Title III of PROMESA. Use of these revenues is the subject of ongoing litigation, as discussed in Note 19.

- (ii) *Puerto Rico Emergency Moratorium and Financial Rehabilitation Act, Financial Emergency and Fiscal Responsibility of Puerto Rico Act and Related Executive Orders*

On April 6, 2016, the Commonwealth enacted the Moratorium Act. Pursuant to the Moratorium Act, the Governor issued a series of executive orders declaring an emergency period, a moratorium and various other measures with respect to certain obligations of the Commonwealth and several of its instrumentalities. Pursuant to these executive orders, certain Commonwealth entities have either: (i) not made debt service payments, (ii) made debt service payments with funds on deposit with the trustees of their bonds, and/or (iii) not received or transferred certain revenues. Such executive orders also placed significant restrictions on the disbursement of funds deposited at GDB and suspended the disbursement of loans by GDB.

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**3. THE PUERTO RICO OVERSIGHT, MANAGEMENT, AND ECONOMIC STABILITY ACT (PROMESA) AND OTHER LEGISLATION RELATED TO DEBT RESTRUCTURING (Continued)**

The implementation of the Moratorium Act and its related executive orders is the subject of ongoing litigation, as discussed in Note 19. Upon the enactment of PROMESA on June 30, 2016, the Title IV Stay (discussed below) applied to stay this litigation until its expiration on May 1, 2017. Since the commencement of the Commonwealth's Title III case on May 3, 2017, the automatic stay under Title III of PROMESA has applied to continue the stay of this litigation and prevent debt service payments to bondholders.

**Overview of PROMESA**

On June 30, 2016, President Barack Obama signed PROMESA into law (as codified under 48 U.S.C. §§ 2101-2241). In general terms, PROMESA seeks to provide the Commonwealth and its covered instrumentalities with fiscal and economic discipline through, among other things: (i) the establishment of the Oversight Board, whose responsibilities include the certification of fiscal plans and budgets for the Commonwealth and its related entities; (ii) a temporary stay of all creditor lawsuits under Title IV of PROMESA, which expired on May 1, 2017; and (iii) two alternative methods to adjust unsustainable debt: (a) a voluntary debt modification process under Title VI of PROMESA, which establishes a largely out-of-court debt restructuring process through which modifications to financial debt can be accepted by a supermajority of creditors; and (b) a quasi-bankruptcy proceeding under Title III of PROMESA, which establishes an in-court debt restructuring process substantially based upon incorporated provisions of the U.S. Bankruptcy Code (11 U.S.C. §§ 101, et seq.). Relevant elements of PROMESA are discussed below.

**Title I - Establishment of Oversight Board and Administrative Matters**

Upon PROMESA's enactment, the Oversight Board was established for the Commonwealth. See PROMESA § 101(b).

As stated in PROMESA, "the purpose of the Oversight Board is to provide a method for a covered territory to achieve fiscal responsibility and access to the capital markets." PROMESA § 101(a). On August 31, 2016, President Obama announced the appointment the Oversight Board members. Each Oversight Board member is required to have "knowledge and expertise in finance, municipal bond markets, management, law, or the organization or operation of business or government." PROMESA § 101(f)(1). The Oversight Board was "created as an entity within the territorial government for which it was established" and is expressly not an entity of the federal government, see PROMESA § 101(c), but it was also established to act independently from the Commonwealth government, such that neither the Governor nor the Legislative Assembly of Puerto Rico (the Legislative Assembly) may "(i) exercise any control, supervision, oversight, or review over the Oversight Board or its activities; or (ii) enact, implement, or enforce any statute, resolution, policy, or rule that would impair or defeat the purposes of PROMESA, as determined by the Oversight Board." PROMESA § 108(a).

**Title II - Fiscal Plan and Budget Certification Process and Compliance**

Title II sets forth the requirements for proposing and certifying fiscal plans and budgets for the Commonwealth and its instrumentalities. "Each fiscal plan serves as the cornerstone for structural reforms the Oversight Board deems necessary to ensure the territory, or instrumentality, will be on a path towards fiscal responsibility and access to capital markets." H.R. Rep. 114-602(1), 2016 WL 3124840, at \*45 (2016); PROMESA § 201(b)(1).

According to the legislative history, a fiscal plan should "provide for a sustainable level of debt, improve governance, provide for capital expenditures that promise economic growth, and respect the relative priorities

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**3. THE PUERTO RICO OVERSIGHT, MANAGEMENT, AND ECONOMIC STABILITY ACT (PROMESA) AND OTHER LEGISLATION RELATED TO DEBT RESTRUCTURING (Continued)**

that different classes of bondholders have vis- a-vis one another under Puerto Rico law." H.R. Rep. 114-602(1), 2016 WL 3124840, at \*112 (2016). PROMESA section 201 sets forth the specific requirements for a fiscal plan and the process for fiscal plan approval.

Only after the Oversight Board has certified a fiscal plan may the Governor submit a fiscal year Commonwealth budget and fiscal year budgets for certain Commonwealth instrumentalities (as determined by the Oversight Board) to the Legislative Assembly. See PROMESA § 201(c)(1). PROMESA section 202 sets forth the specific procedures and requirements for approval of each fiscal year Commonwealth budget and Commonwealth instrumentality budgets.

In furtherance of the foregoing duties, PROMESA contains a provision that grants the Oversight Board powers to monitor compliance with certified fiscal plans and budgets and undertake certain actions, including spending reductions and the submission of recommended actions to the Governor that promote budgetary compliance. Please refer to the language of PROMESA for a complete description of the Oversight Board's powers related to fiscal plan and budgetary compliance.

**Title III - In-Court Restructuring Process**

Title III of PROMESA establishes an in-court process for restructuring the debts of Puerto Rico and other United States territories that is modeled after the process under Chapter 9 of the U.S. Bankruptcy Code.

To be a debtor under Title III, the territory and/or its instrumentalities must: (i) have an Oversight Board established for it or be designated a "covered entity"; (ii) have the Oversight Board issue a restructuring certification under PROMESA section 206(b); and (iii) "desire to effect a plan to adjust its debt." PROMESA § 302. The Oversight Board has sole authority to file a voluntary petition seeking protection under Title III of PROMESA. See PROMESA § 304(a). As of the date hereof, the Oversight Board has commenced Title III cases for the Commonwealth, the Puerto Rico Sales Tax Financing Corporation (COFINA), ERS, the Puerto Rico Electric Power Authority (PREPA), and the Authority, as discussed below.

In a Title III case, the Oversight Board acts as the debtor's representative and is authorized to take any actions necessary to prosecute the Title III case. See PROMESA § 315. Immediately upon filing the Title III petition, Bankruptcy Code section 362 (which is incorporated into Title III cases under PROMESA) applies to automatically stay substantially all litigation against the debtor (the Title III Stay). After the Title III case is commenced, the Chief Justice of the United States Supreme Court must designate a district court judge to sit by designation and preside over the Title III proceedings. PROMESA also provides that the commencement of a Title III case "does not limit or impair the powers of a covered territory to control by legislation or otherwise the exercise of the political or governmental powers of the territory or territorial instrumentality," PROMESA § 303.

The core component of the Title III case is the confirmation of a plan of adjustment of the debts of the debtor. The Oversight Board has the exclusive authority to file and modify a plan of adjustment prior to confirmation. See PROMESA § 312. In order to be confirmed, a proposed plan of adjustment must meet the requirements set forth under PROMESA section 314.

**Title IV Temporary Stay of Litigation, Government Reporting, and Other Miscellaneous Provisions**

Title IV of PROMESA contains several miscellaneous provisions, including a temporary stay of litigation related to "Liability Claims" relief from certain wage and hour laws, the establishment of a Congressional

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**3. THE PUERTO RICO OVERSIGHT, MANAGEMENT, AND ECONOMIC STABILITY ACT (PROMESA) AND OTHER LEGISLATION RELATED TO DEBT RESTRUCTURING (Continued)**

Task Force on Economic Growth in Puerto Rico (Task Force), the requirement that the Comptroller General of the United States submit two reports to Congress regarding the public debt levels of the U.S. territories, and expansion of the federal government's small business HUBZone program in Puerto Rico.

Pursuant to PROMESA section 405, the enactment of PROMESA immediately and automatically imposed a temporary stay (Title IV Stay) from June 30, 2016 (the date of PROMESA's enactment) through February 15, 2017 of all "Liability Claim" litigation commenced against the Commonwealth and its instrumentalities after December 18, 2015. A "Liability Claim" is defined as any right to payment or equitable remedy for breach of performance related to "a bond, loan, letter of credit, other borrowing title, obligation of insurance, or other financial indebtedness for borrowed money, including rights, entitlements, or obligations whether such rights entitlements, or obligations arise from contract, statute, or any other source of law related [thereto]" for which the Commonwealth or one of its instrumentalities was the issuer, obligor, or guarantor and such liabilities were incurred prior to June 30, 2016. The Title IV Stay was subject to a one-time 75-day extension by the Oversight Board or a one-time 60-day extension by the United States District Court. On January 28, 2017, the Oversight Board extended the Title IV Stay by 75 days to May 1, 2017, at which time the Title IV Stay expired.

Title IV of PROMESA also required several federal government reports. First, PROMESA established the Task Force within the legislative branch of the U.S. federal government. The Task Force submitted its report to Congress on December 20, 2016.

Second, PROMESA required the U.S. Comptroller General, through the Government Accountability Office (GAO), to submit a report to the House and Senate by December 30, 2017 regarding: (i) the conditions that led to Puerto Rico's current level of debt; (ii) how government actions improved or impaired its financial condition; and (iii) recommendations on new fiscal actions or policies that the Commonwealth could adopt. The GAO published this report on May 9, 2018.

Third, PROMESA required the U.S. Comptroller General, through the GAO, to submit to Congress by June 30, 2017 a report on public debt of the U.S. territories. In addition to its initial report, the GAO must submit to Congress updated reports on the public debt at least once every two years. The GAO published its initial report on October 2, 2017. On June 28, 2019, the GAO published its latest biannual report on the public debt of the U.S. territories.

**Title V – Infrastructure Revitalization**

Title V of PROMESA establishes the position of Revitalization Coordinator under the Oversight Board and provides a framework for infrastructure revitalization through an expedited permitting process for "critical projects" as identified by the Revitalization Coordinator.

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Year Ended June 30, 2019

**3. THE PUERTO RICO OVERSIGHT, MANAGEMENT, AND ECONOMIC STABILITY ACT (PROMESA) AND OTHER LEGISLATION RELATED TO DEBT RESTRUCTURING (Continued)****Title VI – Consensual, Out-of-Court Debt Modification Process**

Title VI of PROMESA establishes an out-of-court process for modifying Puerto Rico's debts. Under PROMESA section 601(d), the Oversight Board is authorized to establish "pools" of bonds issued by each Puerto Rico government-related issuer based upon relative priorities. After establishing the pools, the government issuer or any bondholder or bondholder group may propose a modification to one or more series of the government issuer's bonds. If a voluntary agreement exists, the Oversight Board must issue a certification and execute a number of additional processes in order to qualify the modification.

Finally, the United States District Court for the District of Puerto Rico must enter an order approving the Qualifying Modification and vesting in the issuer all property free and clear of claims in respect of any bonds.

The Title VI process was successfully implemented to restructure the debts of the GDB. The GDB Title VI process is discussed below under Discretely Presented Component Units – GDB, Qualifying Modification and Title VI Approval Process.

**Title VII – Sense of Congress**

Title VII of PROMESA sets forth the sense of Congress that "any durable solution for Puerto Rico's fiscal and economic crisis should include permanent, pro-growth fiscal reforms that feature, among other elements, a free flow of capital between territories of the United States and the rest of the United States."

**Puerto Rico Legislation and Other Fiscal Measures**

Act No. 2-2017, the Puerto Rico Fiscal Agency and Financial Advisory Authority Act, was enacted to expand FAFAA's powers and authority (as initially established under the Moratorium Act) so that FAFAA has the sole responsibility to negotiate, restructure, and reach agreements with creditors on all or part of the public debt or any other debt issued by any Commonwealth entity. FAFAA is also responsible for the collaboration, communication, and cooperation efforts between the Commonwealth and the Oversight Board under PROMESA. In addition, Act No. 2-2017 established FAFAA as the Commonwealth entity responsible for carrying out the roles inherited from the GDB along with additional duties and powers, which include, among other things: (i) oversight of the Commonwealth budget; (ii) an administrative presence on every board or committee where the GDB president is currently a member; (iii) authority to conduct audits and investigations; and (iv) authority to freeze budgetary items, appoint trustees, redistribute human resources, and change procedures.

Act No. 3-2017, the Fiscal Crisis Management Act, was enacted to extend most of the fiscal measures that had been adopted under Act No. 66-2014 through July 1, 2021, including a 10-year extension of the excise tax on acquisitions by foreign corporations under Act No. 154-2010.

Act No. 5-2017, the Puerto Rico Fiscal Responsibility and Financial Emergency Act, authorized the Commonwealth to segregate funds that would eventually be used to fund the payment of public debt. Act No. 5-2017 states that the Governor may pay debt service as long as the Commonwealth is able to continue to fund essential services, such as the health, safety, and well-being of the people of Puerto Rico, including providing for their education and assistance to residents. Act No. 5-2017 continued to declare the Commonwealth to be in a state of emergency and increased the Governor's powers to manage the Commonwealth's finances. The emergency period under Act No. 5-2017 was set to expire on May 1, 2017 to coincide with the expiration of the Title IV Stay (as discussed above), unless extended by an additional three months by executive order. On

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**3. THE PUERTO RICO OVERSIGHT, MANAGEMENT, AND ECONOMIC STABILITY ACT (PROMESA) AND OTHER LEGISLATION RELATED TO DEBT RESTRUCTURING (Continued)**

April 30, 2017, the Governor issued executive order OE-2017-031, which extended the Act No. 5-2017 emergency period to August 1, 2017. On July 19, 2017, the Legislature enacted Act No. 46-2017, which further extended the Act No. 5-2017 emergency period through December 31, 2017. Act No. 46-2017 allowed the Governor to sign executive orders to extend the emergency period for successive periods of six months as long as the Oversight Board remains active in Puerto Rico under PROMESA. On June 27, 2019, the Governor issued executive order EO-2019-030 extending the emergency period until December 31, 2019. On December 31, 2019, the Governor issued executive order EO-2019-066 extending the emergency period until June 30, 2020.

Act No. 106-2017, the Act to Guarantee the Payment to Our Pensioners and Establish a New Plan for Defined Contributions for Public Servants, reformed the Commonwealth's pensions by replacing the governing boards of the Retirement Systems with a single Retirement Board of the Commonwealth of Puerto Rico (Retirement Board) and established a separate "Account for the Payment of Accrued Pensions" to implement a PayGo method by which the Commonwealth will pay pension benefits to government retirees on a pay-as-you-go basis. Act No. 106-2017 created the legal framework so that the Commonwealth can make payments to pensioners through the PayGo system.

Act No. 109-2017, the Government Development Bank for Puerto Rico Debt Restructuring Act (the GDB Restructuring Act), effectuated the GDB Fiscal Plan and provided a path for the implementation of the GDB RSA by addressing the claims of the Commonwealth and its instrumentalities against GDB. Act No. 109-2017 created two special purpose entities—the GDB Debt Recovery Authority and the Public Entity Trust—into which the GDB would divide and irrevocably transfer its assets. As discussed below, these entities were utilized to complete the transactions in the GDB's Qualifying Modification, as approved by the District Court under Title VI of PROMESA.

Act No. 241-2018, the Puerto Rico Sales Tax Financing Corporation Act, amended and restated Act No. 91-2006 to establish the legal framework for the restructuring of COFINA's issued and outstanding bonds by, among other things, authorizing the issuance of new COFINA bonds necessary to complete the transactions contemplated under the COFINA Plan of Adjustment.

Act No. 29-2019, the Act for the Reduction of Administrative Burdens of the Municipalities, addressed the severe fiscal crisis and liquidity shortage of the Puerto Rico municipalities by relieving them of their obligations to make PayGo payments to the Commonwealth and other payments to the Puerto Rico Health Insurance Administration (PRHIA) under Act 106-2017. The Oversight Board challenged the implementation and enforcement of Act 29-2019, as discussed below in Note 17(c). On April 15, 2020, the Title III Court entered an order finding that Act 29-2019 is unenforceable and permanently enjoining the Commonwealth from implementing it and enforcing it effective May 6, 2020. The Oversight Board and other governmental entities have implemented other measures to address the issues raised in Act 29-2019.

**PROMESA Title III Cases***Oversight Board Commencement of Title III Cases*

On May 1, 2017, the Title IV Stay expired, permitting the litigation brought by bondholders and other creditors against the Commonwealth and its instrumentalities to resume and new matters to be initiated.

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**3. THE PUERTO RICO OVERSIGHT, MANAGEMENT, AND ECONOMIC STABILITY ACT (PROMESA) AND OTHER LEGISLATION RELATED TO DEBT RESTRUCTURING (Continued)**

On May 3, 2017, the Oversight Board, at the request of the Governor, commenced a Title III case for the Commonwealth by filing a petition for relief under Title III of PROMESA in the United States District Court for the District of Puerto Rico (the Title III Court).

On May 5, 2017, the Oversight Board, at the request of the Governor, commenced a Title III case for COFINA by filing a similar petition for relief under Title III of PROMESA in the Title III Court.

On May 21, 2017, the Oversight Board, at the request of the Governor, commenced Title III cases for the Authority and ERS by filing similar petitions for relief under Title III of PROMESA in the Title III Court.

On July 3, 2017, the Oversight Board, at the request of the Governor, commenced a Title III case for PREPA by filing a similar petition for relief under Title III of PROMESA in the Title III Court.

On September 27, 2019, the Oversight Board, at the request of the Governor, commenced a Title III case for PBA by filing a similar petition for relief under Title III of PROMESA in the Title III Court.

The foregoing Title III cases have been consolidated for procedural purposes only and are being jointly administered under Case No. 17-3283-LTS in the Title III Court.

The Title III cases were commenced in part due to the May 1, 2017 expiration of the Title IV Stay. Title III of PROMESA incorporates the automatic stay provisions of Bankruptcy Code section 362 and 922, which are made applicable to the Title III cases pursuant to PROMESA section 301(a). Accordingly, upon the filing of the Title III cases, the Title III Stay immediately went into effect to stay creditor litigation. All claims against any Title III debtor that arose prior to the filing of their respective Title III case (whether or not discussed herein) may be subject to the laws governing Title III.

**Administrative Orders Related to the Title III Cases**

On May 5, 2017, United States Chief Justice John Roberts entered an order designating United States District Court Judge Laura Taylor Swain of the United States District Court for the Southern District of New York as the presiding judge over the Title III cases pursuant to PROMESA section 308(a). On June 7, 2017, United States District Court Chief Judge Aida M. Delgado-Colón of the United States District Court for the District of Puerto Rico entered an order appointing United States Magistrate Judge Judith Gail Dein of the United States District Court for the District of Massachusetts to assist Judge Swain in pretrial matters, evidentiary hearings, and other matters as authorized under 28 U.S.C. § 636(a)-(c). On June 15, 2017, the United States Trustee appointed an Official Committee of Retired Employees (the Retiree Committee) in the Commonwealth's Title III case and appointed an Official Committee of Unsecured Creditors for all Title III debtors other than COFINA (the Creditors' Committee). On August 25, 2017, the United States Trustee amended the notice of appointment of the Creditors' Committee to also appoint the Creditors' Committee to the Authority, ERS, and PREPA Title III Cases.

**Appointments Clause Litigation**

On August 7, 2017, a group of GO bondholders led by Aurelius Investment, LLC, Aurelius Opportunities Fund, LLC, and Lex Claims, LLC (collectively, Aurelius) filed a motion to dismiss the Title III petitions. In the motion, Aurelius argued that the appointment of the Oversight Board members violated the "Appointments Clause" of the United States Constitution, which requires that "principal officers" of the United States be appointed by the President and confirmed by the Senate. The Title III Court denied Aurelius' motion to

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**3. THE PUERTO RICO OVERSIGHT, MANAGEMENT, AND ECONOMIC STABILITY ACT (PROMESA) AND OTHER LEGISLATION RELATED TO DEBT RESTRUCTURING (Continued)**

dismiss, and Aurelius appealed to the United States Court of Appeals for the First Circuit. On February 15, 2019, the First Circuit reversed the Title III Court, holding that the Oversight Board members' appointment process violated the Appointments Clause. The First Circuit stayed its ruling for 90 days to allow the President and Senate to appoint the members of the Oversight Board in accordance with the United States Constitution.

On June 1, 2020, the United States Supreme Court issued an opinion reversing the First Circuit, upholding the validity of the method of appointment of the Oversight Board Members.

**Mediation in the Title III Cases**

On June 23, 2017, the Title III Court appointed a team of five federal judges—led by Chief Bankruptcy Judge Barbara Houser of the United States Bankruptcy Court for the Northern District of Texas—to facilitate settlement negotiations of any and all issues and proceedings arising in the Title III cases. Mediation of various disputes relating to Title III cases remains ongoing.

**Commonwealth Title III Case**

On May 3, 2017, the Oversight Board, at the request of the Governor, commenced a Title III case for the Commonwealth by filing a petition for relief under Title III of PROMESA in Title III Court. The deadline by which all creditors were required to file their proofs of claim against the Commonwealth was June 29, 2018. Approximately 116,000 claims were filed against the Commonwealth in the total aggregate asserted amount of approximately \$33.2 trillion. Of this amount, approximately 50,227 claims in the total aggregate asserted amount of approximately \$33.1 trillion have been withdrawn or expunged by an omnibus objection order entered by the Title III Court. As a result, approximately 13,700 claims in the total aggregate asserted amount of approximately \$148.2 billion remain outstanding. The validity of these remaining claims has not yet been determined and such claims remain subject to the claim's reconciliation process.

On September 27, 2019, the Oversight Board—as representative of the Commonwealth, ERS and PBA in their respective Title III cases—filed its initial joint Title III plan of adjustment for the Commonwealth, ERS, and PBA [ECF No. 8765] (the Initial Plan) along with a disclosure statement related thereto [ECF No. 8765] (the Initial Disclosure Statement), which was founded upon the pre-COVID-19 economic assumptions contained in the Commonwealth fiscal plan as certified by the Oversight Board on May 9, 2019. The Initial Plan incorporated the terms of a restructuring support agreement with the Retiree Committee (the Retiree Committee RSA), in which the Retiree Committee agreed to a maximum 8.5% pension cut that would only be applicable to retirees with monthly retirement benefits of more than \$1,200, as well as freezes in pension benefits for teachers and judges.

On February 9, 2020, the Oversight Board announced that it entered into a plan support agreement (the PSA) with certain Commonwealth general obligation bondholders and PBA bondholders, which would require revisions to the Initial Plan. On February 28, 2020, the Oversight Board filed its Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al. [ECF No. 11946] (the Amended Plan) and an amended disclosure statement related thereto [ECF No. 11947] (the Amended Disclosure Statement), which revised the Initial Plan to conform to the PSA while retaining the terms of the Retiree Committee RSA.

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**3. THE PUERTO RICO OVERSIGHT, MANAGEMENT, AND ECONOMIC STABILITY ACT (PROMESA) AND OTHER LEGISLATION RELATED TO DEBT RESTRUCTURING (Continued)**

Since the filing of the Initial Plan and Initial Disclosure Statement, the Governor and FAFAA carefully evaluated and considered its terms and consequences for the people of Puerto Rico. No decision has been made by the Governor or FAFAA as to whether to support the proposed Amended Plan as currently proposed.

In its September 9, 2020 status update, the Oversight Board noted that it has resumed formal discussions with creditors under the guidance of the Title III mediation team since it certified a revised fiscal plan for the Commonwealth on May 27, 2020. According to the status report, these negotiations must continue before a revised plan confirmation timeline can be determined.

On October 6, 2020, the PSA Creditors filed a motion to impose certain deadlines on the Oversight Board to prosecute or modify the Amended Plan. Moreover, the PSA Creditors argued that the Title III Cases should be dismissed if the Oversight Board did not meet the PSA Creditors' proposed deadlines. The Authority objected to the PSA Creditors' motion, noting that the unrealistic timeline the PSA Creditors proposed ignored the setbacks and realities forced upon Puerto Rico due to the ongoing COVID-19 crisis and, if such deadlines were imposed, they would, they would severely undermine the Government of Puerto Rico's ability to carry out its obligation to protect its people. The Authority also argued that dismissal of the Title III Case would end PROMESA's litigation stay and unleash another round of piecemeal litigation (similar to what Puerto Rico and its people experienced prior to 2017) and would do nothing to advance a restructuring or repayment of debt.

Upon considering the parties arguments, the Title III Court ordered the Oversight Board to file by February 10, 2021 an informative motion presenting a term sheet disclosing the material economic and structural features of an amended plan of adjustment that the Oversight Board intends to propose for confirmation, and a motion for approval of a proposed timetable for the filing of an amended plan of adjustment, discovery, and litigation in connection with such proposal, solicitation, voting, and confirmation proceedings [ECF No. 14987].

Considering the Title III Court's order, the Oversight Board, the Authority, certain creditors, and parties-in-interest recommenced mediation with a view to reaching consensus on an amended plan of adjustment for the Commonwealth. The mediation sessions began on December 3, 2020.

On March 8, 2021, the Oversight Board—as representative to the Commonwealth, ERS and PBA in their respective Title III cases—filed its *Second Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al.* [ECF No. 15976] (the Second Amended Plan), and on March 9, 2021 filed a corrected disclosure statement related thereto [ECF No. 15988] (the Second Amended Disclosure Statement), which incorporates the terms of the 2021 PSA and the Retiree Committee RSA with modifications increasing the threshold level for pension cuts from \$1,200 to \$1,500 of monthly retirement benefits per retiree, among other things. On April 2, 2021, the Oversight Board and System bondholders entered into a stipulation (the ERS Stipulation), which sets forth an agreement on the economic terms upon which ERS bondholders would support a plan of adjustment and requires the Oversight Board to file a third amended plan of adjustment for the Commonwealth, ERS and PBA and related disclosure statement to replace the Second Amended Plan and Second Amended Disclosure Statement. On April 6, 2021, the Oversight Board filed a motion seeking to complete the disclosure statement approval process by June 16, 2021. That motion will be considered at a hearing currently scheduled for April 28, 2021.

The Commonwealth has not yet determined whether it will support the 2021 PSA, ERS Stipulation, or the Second Amended Plan given its view that the Government pensioners must be protected and must not receive additional cuts to their pension benefits. The Second Amended Plan remains subject to future amendments

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**3. THE PUERTO RICO OVERSIGHT, MANAGEMENT, AND ECONOMIC STABILITY ACT (PROMESA) AND OTHER LEGISLATION RELATED TO DEBT RESTRUCTURING (Continued)**

(including, but not limited to, a third amended plan of adjustment consistent with the ERS Stipulation) and Title III Court approval. It is not certain that the Title III Court will ultimately confirm the Second Amended Plan or any further amended plan.

**The Authority's Title III Case**

On May 21, 2017, the Oversight Board, at the request of the Governor, commenced a Title III case for the Authority by filing a petition for relief under Title III of PROMESA in the United States District Court for the District of Puerto Rico. The deadline by which all creditors were required to file their proofs of claim against the Authority was June 29, 2018. Approximately 2,380 claims were filed against the Authority in the total aggregate asserted amount of approximately \$83.1 billion. Of this amount, approximately 1,000 claims in the total aggregate asserted amount of approximately \$6.7 billion have been withdrawn or expunged by an omnibus objection order entered by the Title III Court. As a result, approximately 930 claims in the total aggregate asserted amount of approximately \$76.3 billion remain "outstanding". The validity of these remaining claims has not yet been determined and such claims remain subject to the claims reconciliation process.

After the commencement of Authority's Title III case, numerous motions and adversary proceedings were filed both by and against the Authority regarding creditor rights to the Authority's assets. The outcome of these proceedings and their impact on any plan of adjustment for the Authority cannot be determined at this time. For a detailed description of these legal contingencies, refer to Note 19.

**4. GOING CONCERN**

The discussion in the following paragraphs regarding the Authority's financial and liquidity risks provides the necessary background and support for management's evaluation as to whether there is substantial doubt about the Authority's ability to continue as a going concern for 12 months beyond the date of these basic financial statements or for an extended period if there is currently known information that may raise substantial doubt shortly thereafter.

The risks and uncertainties facing the Authority together with other factors further described below, have led management to conclude that there is substantial doubt as to the ability of the Authority to continue as a going concern in accordance with GASB Statement No. 56.

The accompanying basic financial statements have been prepared assuming that the Authority will continue as a going concern and therefore assumes the liquidation of assets and liabilities in the normal course of the Authority's operations and does not include adjustments that might be required if the Authority is unable to continue as a going concern.

**Overview of Financial Position**

The Authority has experienced significant recurring losses from operations and faces many business challenges that have been exacerbated by the Commonwealth's economic recession. Its principal challenges, some of which are interrelated, are: (i) reducing operating costs; (ii) maximizing revenues; and (iii) improving liquidity.

During the fiscal year ended June 30, 2019, the Authority incurred a loss before capital grants and transfers of approximately \$870.4 million. As of June 30, 2019, the Authority's current liabilities exceeded its current

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## Notes to Financial Statements

Year Ended June 30, 2019

**4. GOING CONCERN (Continued)**

assets by approximately \$179.5 million, and the Authority had an accumulated deficit of approximately \$1,831.1 million.

The Authority borrowed more than \$2 billion from the GDB in previous fiscal years to finance infrastructure projects and pay operational expenses. The total aggregate outstanding balance of these lines of credit was \$1.7 billion as of June 30, 2019. These lines of credit expired in January 2016 and are currently in default.

As discussed below, currently, the Authority does not have sufficient funds available to fully repay its various obligations as they come due or that are currently in default and is currently in a debt restructuring proceeding under Title III of PROMESA. Additionally, significant support and funding for obligations of the Authority that have previously been provided by the Commonwealth or GDB are not likely to continue. The Commonwealth is experiencing financial difficulties and may be unable to continue to extend, refinance or otherwise provide the necessary liquidity to the Authority as and when needed. In addition, the GDB has completed a restructuring under Title VI of PROMESA and is in the process of winding down. As such, current defaults may not be cured and future defaults on the Authority's obligations may not be avoided.

The Commonwealth had previously conditionally allocated to the Authority certain taxes and other revenues. The Commonwealth is in a profound fiscal, economic and liquidity crisis, the culmination of years of significant governmental deficits, a prolonged economic recession, high unemployment, population decline, and level of debt and pension obligations. Further stressing the Commonwealth's liquidity is the vulnerability of revenue streams during times of major economic downturns and large health care, pension, and debt service costs. On November 30, 2015, the Governor issued Executive Order 2015-046, which directed the Treasury Department to retain, among other things, certain gasoline, oil, diesel, and petroleum taxes that the Commonwealth had previously conditionally allocated to the Authority (commonly referred to as the "clawback"). These revenues were retained by the Commonwealth for the payment of essential government services.

On April 6, 2016, the Commonwealth enacted Act No. 21 of 2016, known as the Puerto Rico Emergency Moratorium and Rehabilitation Act (as amended, the Moratorium Act). Pursuant to the Moratorium Act, the Governor issued a series of executive orders declaring an emergency period, a moratorium and various other measures with respect to certain obligations of the Commonwealth and several of its instrumentalities, including the Authority.

Pursuant to these executive orders, and subsequent to the enactment of PROMESA, certain developments in connection with actions of the Oversight Board, including but not limited to, the commencement of the Title III cases of the Authority and the Commonwealth, certain Commonwealth entities have either: (i) not made debt service payments, (ii) made debt service payments with funds on deposit with the trustees of their bonds, and/or (iii) not received or transferred certain revenues. Such executive orders also placed significant restrictions on the disbursement of funds deposited at GDB and suspended the disbursement of loans by GDB. These executive orders restricted the Authority's ability to withdraw any funds held on deposit at GDB and to receive any disbursements on loans granted by GDB. These executive orders also extended the "clawback" of available resources that were previously conditionally allocated to the Authority by suspending the obligation of the Commonwealth to transfer those revenues to the Authority.

On January 29, 2017, the Governor signed into law Act No. 5 of 2017, known as the Puerto Rico Fiscal Responsibility and Financial Emergency Act (as amended, Act No. 5), which repealed certain provisions of the Moratorium Act and authorized additional emergency measures. Pursuant to Act No. 5, however, the executive orders issued under the Moratorium Act would continue in effect until amended, rescinded, or superseded. The emergency period under Act No. 5 has been extended by executive order through June 30, 2021, subject to

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## Notes to Financial Statements

Year Ended June 30, 2019

**4. GOING CONCERN (Continued)**

further six-month extensions. Some additional powers provided to the Governor through Act No. 5 include the authority to: (i) exercise receivership powers to rectify the financial emergency, (ii) exercise general supervisory control over the functions and activities of all government entities within the Executive Branch, and (iii) issue executive orders to implement and enforce compliance with Act No. 5.

The Moratorium Act, the related executive orders, and subsequent to the enactment of PROMESA certain developments in connection with actions of the Oversight Board, including, but not limited to, the commencement of the Title III cases of the Authority and the Commonwealth, have had a significant negative effect on the Authority's liquidity. During the fiscal year ended June 30, 2019, the Authority did not receive taxes amounting to approximately \$533.3 million. There is no indication that the conditional allocation of gasoline, oil, diesel, and petroleum taxes to the Authority will resume.

**Defaults**

On July 3, 2018, the Authority defaulted on the debt service principal amounting to \$128 million. In addition, the Authority defaulted interest debt service payments totaling \$214.2 million for the fiscal year ended June 30, 2019. Subsequent to June 30, 2019, as explained in Note 23 to the basic financial statements, the Authority has defaulted on all debt service principal and interest of all bond series. Without the taxes and other revenues conditionally allocated by the Commonwealth as explained above, the Authority has been unable to make the scheduled payments on its outstanding bonds and fund its reserve accounts accordingly.

**GDB No Longer Provides Financial Support to the Authority**

Since the Authority discontinued issuing bonds in 2010, it had been dependent on the GDB for liquidity and fiscal management support. However, with the dissolution of GDB, the Authority has no other source of financing.

On March 23, 2018, GDB ceased its operations. On November 29, 2018, GDB completed a restructuring of certain of its indebtedness pursuant to a Qualifying Modification under Title VI of PROMESA (the Qualifying Modification). Under the Qualifying Modification, holders of certain bond and deposit claims exchanged their claims for bonds issued by a newly created public instrumentality, the GDB Debt Recovery Authority, and GDB transferred to such entity its municipal loan portfolio, a portion of its public entity loan portfolio, its real estate owned assets and its unencumbered cash. As a result of the Qualifying Modification, loans in the total aggregate amount of approximately \$1.9 billion, plus accrued interest of \$674.2 million owed by the Authority to GDB were transferred to the GDB Debt Recovery Authority.

In addition, pursuant to Act No. 109 of 2017, also known as the Government Development Bank for Puerto Rico Debt Restructuring Act (the GDB Restructuring Act), the balance of liabilities owed between the Commonwealth and its agents, instrumentalities and affiliates, including the Authority (each a Non-Municipal Government Entity) and GDB were determined by applying the outstanding balance of any deposits held at GDB in a Non-Municipal Government Entity's name against the outstanding balance of any loan of such Non-Municipal Government Entity owed to GDB or of any bond or note of such Non-municipal Government Entity held by GDB as of such date. In the case of the Authority, pursuant to an agreement between the Financial Guaranty Insurance Company (FGIC) and GDB settling FGIC's objection to the GDB Qualifying Modification (the FGIC Settlement), approximately \$8.5 million of HTA deposits held at GDB were not applied to offset the balance of HTA loans pending a determination as to whether, consistent with the pertinent agreements and applicable law, such deposits can be subject to the offsets. As a result of the foregoing adjustment, all the Authority's deposits at GDB were extinguished as a result of the Qualifying Modification.

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## Notes to Financial Statements

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**4. GOING CONCERN (Continued)****Management's Remediation Plan and Commencement of Title III Case**

On May 21, 2017 (the Petition Date), the Oversight Board, at the request of the Governor, filed a petition for relief for the Authority under Title III of PROMESA. As of the Petition Date, the total aggregate debt of the Authority was estimated to be approximately \$4.291 billion, excluding approximately \$1.733 billion in GDB lines of credit.

On April 12, 2019, the Authority presented to the Oversight Board its fiscal plan for the ensuing ten years. Faced with the challenges discussed above, the Authority developed a fiscal plan focusing on: (i) infrastructure agenda; (ii) memorandum of understanding with its federal grantor agencies geared at revamping the Authority's project and program delivery capabilities; (iii) fiscal initiatives and organizational transformation; and (iv) debt sustainability. On June 4, 2019, the Oversight Board certified the fiscal plan for the Authority and recommended certain amendments. On June 26, 2020, the Oversight Board certified a further revised fiscal plan for the Authority through fiscal year 2049, which reflects updated economic projections as a result of the effects of the COVID-19 pandemic. For further updates regarding the fiscal plan refer to Note 23.

There is no certainty that the certified fiscal plan (as revised and amended) will be fully implemented, or if implemented will provide the intended results. All these fiscal plans and measures, and the Authority's ability to reduce its deficits, achieve a balanced budget, and pay its obligations in the normal course of business depend on a number of factors and risks, some of which are not wholly within its control.

**5. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents on June 30, 2019, consisted of:

Cash on hand and in banks	<u>\$ 20,808,279</u>
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Cash and cash equivalents include certificates of deposit with local commercial banks. Certificates of deposit with the Economic Development Bank (EDB) in the total aggregate amount of \$5.9 million as of June 30, 2019, were fully allowed in prior years, as further described in Note 9 to the basic financial statements.

In addition, as of June 30, 2019, the Authority held deposits with the GDB in the total aggregate amount of approximately \$41.4 million which were fully allowed in between fiscal years 2019 and 2018, as further described in Note 9 to the basic financial statements.

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## Notes to Financial Statements

Year Ended June 30, 2019

**6. ACCOUNTS RECEIVABLE, NET**

Accounts receivable as of June 30, 2019, consisted of:

Government, agencies and other	\$ 57,147,028
Rent receivables	5,398,500
Repairs to highways recoverable from users	1,561,108
Toll escrow agent	4,134,744
Other	6,013,626
Total	<u>74,255,006</u>
Less allowance for doubtful accounts	(66,970,276)
Accounts receivable, net	<u><u>\$ 7,284,730</u></u>

Receivables from governmental entities consist of charges made to various government agencies, public corporations, and municipalities of the Commonwealth in previous fiscal years. Most of these amounts are significantly overdue and are included in the allowance for doubtful accounts as of June 30, 2019.

**7. RESTRICTED CASH, CASH EQUIVALENTS, AND INVESTMENTS WITH TRUSTEE**

Restricted cash, cash equivalents, and investments with trustee as of June 30, 2019, consisted of:

Cash on hand and in Banks	<u><u>\$ 280,888,956</u></u>
 Investments with trustee:	
Mutual Funds	52,220,120
Guaranteed investment contracts	7,903,918
US Government securities	9,794,524
Corporate Bonds	13,164,938
Total	<u><u>\$ 83,083,500</u></u>

As of June 30, 2019, the above amounts were restricted to comply with long-term principal and interest debt service requirements or for construction of transportation facilities. These restricted assets are held by Bank of New York (the Fiscal Agent) under Resolutions 1968-18, 1998-06 and 2004-18 (collectively, the Bond Resolutions) in the following funds and accounts:

**1968 Reserve Account** - Reserve for payment of principal and interest on Highway Revenue Bonds in the event moneys in Bond Service Account or Redemption Account under Resolution 1968-18 are insufficient for such purpose.

**1968 Bond Service Account and Redemption Account (Sinking Fund)** (under Resolution 1968-18) - Current year requirements for principal and interest on Highway Revenue Bonds.

**1998 Senior Reserve Account** - Reserve for payment of principal and interest on Senior Transportation Revenue Bonds in the event moneys in Senior Bond Service Account or Senior Bond Redemption Account under Resolution 1998-06 are insufficient for such purpose.

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Year Ended June 30, 2019

**7. RESTRICTED CASH, CASH EQUIVALENTS, AND INVESTMENTS WITH TRUSTEE (Continued)**

**1998 Senior Bond Service Account and Senior Bond Redemption Account** (Senior Bond Sinking Fund under Resolution 1998-06) - Current year requirements for principal and interest on Senior Transportation Revenue Bonds.

**1998 Subordinated Reserve Fund** - Reserve for payment of principal of and interest on Subordinated Transportation Revenue Bonds in the event moneys in Subordinated Bond Service Account or Subordinated Bond Redemption Account under Resolution 1998-06 are insufficient for such purpose.

**1998 Subordinated Bond Service Account and Subordinated Bond Redemption Account** (Subordinated Bond Sinking Fund under Resolution 1998-06) - Current year requirements for principal of and interest on Subordinated Transportation Revenue Bonds.

As of June 30, 2019, amounts held by Trustee in the following accounts amounted to:

1968 Reserve Account	\$ 49,826,601
1968 Sinking Fund	658
1998 Senior Reserve Account	29,741,213
1998 Senior Sinking Fund	1,050,781
1998 Subordinated Reserve Fund	2,460,968
Others	3,279
Total	<u>\$ 83,083,500</u>

As explained in Note 4 to the financial statements, the Governor issued executive orders 2016-18 (EO 18) and 2016-031 (EO 31) pursuant to the Moratorium Act. These orders authorized the Authority to apply toll revenues to fund essential services and the operations of the Authority and suspended transfers to the fiscal agent under Resolution 1968-18 dated June 13, 1968, as amended, and Resolution 1998-06 dated February 26, 1998, as amended. In addition, EO 31 suspended the transfer of certain conditionally allocated revenues to the GDB to the extent that those revenues were needed by the Authority to finance its operational expenses and/or pay for essential services. Moreover, subsequent to the enactment of PROMESA, certain developments in connection with actions of the Oversight Board, including but not limited to the initiation of the Title III cases of the Authority and the Commonwealth also affect the disposition of such funds. Therefore, the Authority is no longer funding the reserve funds.

**8. FAIR VALUE MEASUREMENTS**

In 2016, the Authority adopted GASB Statement No. 72, *Fair Value Measurement and Application*. The Authority categorizes its fair value measurements within the fair value hierarchy established by GAAP. GASB Statement No. 72 sets forth the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted market prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

**Level 1** - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Authority has ability to access.

**Level 2** - Inputs to the valuation methodology include quoted market prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets in active markets; inputs other than quoted prices

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## Notes to Financial Statements

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**8. FAIR VALUE MEASUREMENTS (Continued)**

that are observable for the asset or liability; or inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

**Level 3** - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's level within the hierarchy is based on the lowest level of input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The determination of what constitutes observable requires judgment by the Authority's management. The Authority's management considers observable data to be market data that is readily available, regularly distributed or updated, reliable, and verifiable, not proprietary, and provided by multiple independent sources that are actively involved in the relevant market. The categorization of an investment within the hierarchy is based upon the relative observability of the inputs to its fair value measurement and does not necessarily correspond to Authority's management perceived risk of that investment. The Authority has the following recurring fair value measurements as of June 30, 2019:

	Level 1	Level 2	Level 3	Total
<b>Debt Securities:</b>				
U.S. Government Obligations	\$ -	\$ 9,794,524	\$ -	\$ 9,794,524
Corporate Bonds	-	13,164,938	-	13,164,938
<b>Total</b>	<b>-</b>	<b>22,959,462</b>	<b>-</b>	<b>22,959,462</b>
<b>Investments valued at net asset value or amortized cost:</b>				
Cash equivalents - money market funds				1,242
Mutual funds				52,218,878
Guaranteed investment contract				7,903,918
<b>Total investments</b>				<b>\$ 83,083,500</b>

When quoted prices in active markets are available, investments are classified within Level 1 of the fair value hierarchy.

For investments classified within Level 2 of the fair value hierarchy, the Authority's custodians generally use a multidimensional relational model. Inputs to their pricing models are based on observable market inputs in active markets. The inputs to the pricing models are typically benchmark yields, reported trades, broker-dealer quotes, issuer spreads and benchmark securities, among others.

The Authority do not hold any investments that are measured using Level 3 inputs.

**9. DEPOSITS AND INVESTMENTS**

The Authority is restricted by law to deposit funds only in institutions approved by the Treasury Department of Puerto Rico, and such deposits are required to be kept in separate accounts in the name of the Authority. The Bond Resolutions require that moneys in the debt service funds be held by the Fiscal Agent in trust and applied as provided in the Bond Resolutions.

Pursuant to the Investment Guidelines under the Bond Resolutions, the Authority may invest in obligations of the Commonwealth, obligations of the United States federal government, certificates of deposit, commercial paper, repurchase agreements, banker's acceptances, or in pools of obligations of the municipalities of Puerto Rico, among others. Monies in the sinking funds can only be invested in direct obligations of the United States

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## Notes to Financial Statements

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**9. DEPOSITS AND INVESTMENTS (Continued)**

federal government, or obligations unconditionally guaranteed by the United States federal government, and/or interest-bearing time deposits, or other similar arrangements, as provided by the Bond Resolutions.

**Custodial Credit Risk - Deposits**

For deposits, custodial credit risk is the risk that in the event of bank failure, the Authority's deposits may not be returned. Under Puerto Rico law, public funds deposited in commercial banks must be fully collateralized for the amount deposited in excess of federal depository insurance.

All monies deposited with the Trustee or any other depository institution hereunder in excess of the amount guaranteed by the Federal Deposit Insurance Corporation or other federal agency are continuously secured by lodging with a bank or trust company approved by the Authority and by the Trustee as custodian, or, if then permitted by law, by setting aside under control of the trust department of the bank holding such deposit, as collateral security, Government Obligations or other marketable securities. As of June 30, 2019, the Authority's deposits maintained in governmental and commercial banks are as follows:

	<b>Unrestricted</b>		<b>Restricted</b>	
	<b>Book Balance</b>	<b>Bank Balance</b>	<b>Book Balance</b>	<b>Bank Balance</b>
Commercial banks	\$ 20,808,279	\$ 23,810,188	\$ 280,888,956	\$ 280,895,224
Governmental banks	-	12,760,299	-	34,539,213
Custodial credit risk loss	-	(12,760,299)	-	(34,539,213)
	<u>\$ 20,808,279</u>	<u>\$ 23,810,188</u>	<u>\$ 280,888,956</u>	<u>\$ 280,895,224</u>

**Custodial Credit Risk Loss on Deposits with Government Development Bank (GDB) and Economic Development Bank (EDB)**

The Authority has certificates of deposit with EDB in the total aggregate amount of approximately \$5.9 million as of June 30, 2019. Management believes that EDB faces significant risks and uncertainties, and it currently lacks sufficient liquidity to meet obligations when they come due. As a result, all certificates of deposit held with EDB were fully reserved as of June 30, 2019.

Total aggregate amount of custodial credit risk loss on the above deposits recorded during the fiscal year ended June 30, 2019, was approximately \$93,367.

**Custodial Credit Risk - Investments**

For an investment, custodial credit risk is the risk that in the event of the failure of the counterpart, the Authority will not be able to recover the value of its investment or collateral securities that are in the possession of an outside party. The Authority invests in prime investments with a minimum quality rating of Aa1 (Moody's) or AA+ (S&P). In addition, investments in bond sinking funds are limited to direct obligations of the United States federal government, or obligations unconditionally guaranteed by the United States federal government, and/or interest-bearing time deposits, or other similar arrangements, as provided by the Bond Resolutions.

The Authority maintains funds and accounts under the Bonds Resolutions that are held by a trustee. As of June 30, 2019, the total aggregate amount of investments held by the trustee was approximately \$83.1 million. These accounts invest a diversity of short-term and long-term marketable securities, including a Guaranteed Investment Contract (GIC). Under the GIC, the financial institution guarantees the Authority a fixed rate of

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**9. DEPOSITS AND INVESTMENTS (Continued)**

return. As established in the GIC, the financial institution has invested such funds in predetermined securities such as cash, U.S. Treasury and U.S. Government Agency securities. These securities are pledged and serve as collateral for the account balance. The fair value of the GICs is determined based on the fair value of the underlying investments based on quoted market prices and then adjusted to contract value. As of June 30, 2019, the contract value, which represents amounts deposited plus interest credited less withdrawals, approximated its fair value.

As of June 30, 2019, the guaranteed investment contract of \$7.9 million was issued by FSA Capital Management Services.

**Interest-Rate Risk**

Interest-rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value is to changes to market interest rate.

Maturities of investments with the trustee as of June 30, 2019, were as follows:

	Less than One Year	One to Five Years	Five to Ten Years	Ten to Twenty Years	Total
Mutual Funds	\$ 52,218,878	\$ -	\$ -	\$ -	\$ 52,218,878
Corporate Bonds	13,164,938	-	-	-	13,164,938
Cash equivalents - money market funds	1,242	-	-	-	1,242
U.S. Government Obligations	2,986,315	6,808,208	-	-	9,794,524
Guaranteed investment contracts	-	-	7,903,918	-	7,903,918
<b>Total</b>	<b>\$ 68,371,373</b>	<b>\$ 6,808,208</b>	<b>\$ 7,903,918</b>	<b>\$ -</b>	<b>\$ 83,083,500</b>

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**10. CAPITAL ASSETS, NET**

The following schedule summarizes the capital assets, on a net-basis, held by the Authority as of June 30, 2019:

	Restated			
	Balance at June 30, 2018	Increases	Decreases	Balance at June 30, 2019
<b>Assets not being depreciated</b>				
Land	\$ 1,915,266,280	\$ 3,523,311	\$ (2,569,615)	\$ 1,916,219,976
Construction in progress	436,070,103	323,630,092	(254,930,409)	504,769,787
<b>Total Assets not being depreciated</b>	<b>2,351,336,383</b>	<b>327,153,404</b>	<b>(257,500,024)</b>	<b>2,420,989,763</b>
<b>Assets being depreciated</b>				
Transportation system	2,419,375,826	-	-	2,419,375,826
Roads	13,036,893,260	120,861,949	(58,054,788)	13,099,700,421
Bridges	3,545,221,347	5,495,037	(1,353,571)	3,549,362,813
Buildings	22,500,000	-	-	22,500,000
Equipment vehicles and other	133,960,147	361,966	(9,403,036)	124,919,077
<b>Total</b>	<b>19,157,950,580</b>	<b>126,718,952</b>	<b>(68,811,395)</b>	<b>19,215,858,137</b>
Less accumulated depreciation	(12,058,741,294)	(461,918,879)	10,736,511	(12,509,923,662)
<b>Total Assets being depreciated</b>	<b>7,099,209,286</b>	<b>(335,199,927)</b>	<b>(58,074,884)</b>	<b>6,705,934,475</b>
<b>Total capital assets, net</b>	<b>\$ 9,450,545,669</b>	<b>\$ (8,046,524)</b>	<b>\$ (315,574,907)</b>	<b>\$ 9,126,924,238</b>

The total aggregate amount of interest expense incurred during the fiscal year ended June 30, 2019, was approximately \$358.4 million, of which approximately \$2.7 million was capitalized as part of construction in progress in the accompanying statement of net position.

**11. HIGHWAYS AND BRIDGE UNDER SERVICE CONCESSION AGREEMENTS**

Highways and bridge under Service Concession Agreements as of June 30, 2019 is summarized as follows:

	Restated			
	Balance at June 30, 2018	Increases	Decreases	Balance at June 30, 2019
<b>Toll roads (PR 5 and PR 22)</b>				
Toll roads concession improvements	\$ 310,391,908	\$ -	\$ -	\$ 310,391,908
Bridge	51,173,315	-	-	51,173,315
<b>Total</b>	<b>109,500,000</b>	<b>-</b>	<b>-</b>	<b>109,500,000</b>
Less accumulated depreciation	(269,884,037)	(1,558,453)	-	(271,442,490)
<b>Total</b>	<b>\$ 201,181,186</b>	<b>\$ (1,558,453)</b>	<b>\$ -</b>	<b>\$ 199,622,733</b>

**PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY**

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## Notes to Financial Statements

Year Ended June 30, 2019

**11. HIGHWAYS AND BRIDGE UNDER SERVICE CONCESSION AGREEMENTS (Continued)****Toll Road Service Concession Agreement (PR-5 and PR-22)**

On September 22, 2011, the Authority entered into the Toll Road Service Concession Agreement with Autopistas Metropolitanas de Puerto Rico, LLC (Metropistas), in which the Authority granted to Metropistas the right to operate PR-5 and PR-22 highways (the Toll Roads) for a period of 40 years. During the 40-year term, Metropistas will have the right to charge and collect the tolls imposed on the Toll Roads.

The Authority received an upfront concession fee payment of \$1,136 million, of which approximately \$873.1 million was used to redeem or defease bonds issued and outstanding associated with the Toll Roads.

The Authority recorded a deferred inflow of resources from the Toll Road Service Concession Agreement of \$1,136 million that is being amortized and recognized as revenue over the 40 years term of the agreement. The Toll Roads (capital assets) will continue to be reported in the statement of net position as a separate item as highways and bridge under service concession agreements. As of June 30, 2019, the total aggregate amount of the Toll Roads capital assets was approximately \$141.9 million, net of accumulated depreciation. Toll Roads depreciation was suspended on September 22, 2011, until the expiration of the Toll Road Service Concession Agreement because the agreement requires Metropistas to return the Toll Roads to the Authority in their original or an enhanced condition.

On April 19, 2016, the Authority entered into an amendment of the Toll Road Service Concession Agreement to extend the original term for 10 additional years and to create five bidirectional tolling points on the Toll Roads. The Authority received an upfront concession fee payment of \$100 million, which was used to pay \$18.2 million of the Authority's current debt and \$79.8 million was transferred to the Commonwealth in fiscal year 2016. Also, in June 2017, the Authority received an additional \$15 million payment concurrently with the commencement of the bidirectional system described above.

During the fiscal year ended June 30, 2019, the Authority did not capitalize improvements made by Metropistas to the Toll Roads.

**Bridge Service Concession Agreement**

On December 20, 1992, the Authority and Autopistas de Puerto Rico LLC (Autopistas) entered into the Bridge Service Concession Agreement, for the design, construction, operation and maintenance of the Teodoro Moscoso Bridge, a toll bridge, which crosses the San Jose Lagoon between the municipalities of San Juan and Carolina. Autopistas designed and constructed the Bridge and commenced operating the Teodoro Moscoso Bridge on February 23, 1994 (valuation date). The initial term of this agreement was 35 years, expiring on April 3, 2027. On September 9, 2009, the agreement was amended to extend its term to 50 years (2044).

Upon the implementation of GASB No. 60, *Accounting and Financial Reporting for Service Concession Arrangements*, on June 30, 2013, the Authority recognized the Teodoro Moscoso Bridge at fair value, equivalent to what the Authority might have paid to have the Teodoro Moscoso Bridge constructed (replacement cost) at valuation date. The replacement cost was determined to be \$109.5 million depreciated over an estimated useful life of 59 years. The asset balance related to the Teodoro Moscoso Bridge was adjusted to recognize the first 17 years of operations and the remaining amortization will be amortized over 42 years. The Teodoro Moscoso Bridge is being depreciated because, in the opinion of management, the Bridge Service Concession Agreement does not require Autopistas to return the Teodoro Moscoso Bridge in its original condition. As of June 30, 2019, the net book value of the Teodoro Moscoso bridge was \$57.8 million.

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## Notes to Financial Statements

Year Ended June 30, 2019

**11. HIGHWAYS AND BRIDGE UNDER SERVICE CONCESSION AGREEMENTS (Continued)**

The Bridge Service Concession Agreement, as amended, requires Autopistas to pay 5% of the annual toll revenues to the Authority until February 22, 2027, then 61.5% of such revenues from February 23, 2027 through the end of the agreement. During the fiscal year ended June 30, 2019, Autopistas paid the Authority approximately \$1.2 million related to the toll revenues.

On October 22, 2003, the Authority issued term and capital appreciation bonds in the total aggregate amount of approximately \$153.2 million (the 2003 Bonds). The proceeds of these bonds were used to refund, in advance, the bonds previously issued in 1992, to finance the construction of the Teodoro Moscoso Bridge.

The activity of the bonds during the fiscal year ended June 30, 2019, as recorded in the accompanying financial statements is as follows:

	<b>Balance at June 30, 2018</b>	<b>Increases / Accretions</b>	<b>Payments / Amortization</b>	<b>Balance at June 30, 2019</b>
Term bonds	\$ 77,170,000	-	\$ (8,650,000)	\$ 68,520,000
Capital appreciation bonds	37,339,500	2,278,353	-	39,617,853
<b>Total</b>	<b>\$ 114,509,500</b>	<b>\$ 2,278,353</b>	<b>\$ (8,650,000)</b>	<b>\$ 108,137,853</b>

Under the terms of the Bridge Service Concession Agreement, Autopistas is responsible for the debt service payment on the bonds unless the agreement is terminated as specified in the Bridge Service Concession Agreement. Because the bonds are being paid by Autopistas, the Authority records concession revenue for the amount of principal and interest paid by Autopistas annually until settlement. Therefore, the Authority recorded concession revenue in the total aggregate amount of \$12.6 million during the fiscal year ended June 30, 2019, which represents the principal and interest payments on bonds made by Autopistas.

Under certain circumstances, including if minimum toll revenues are not achieved, the Bridge Service Concession Agreement may be terminated, and the Authority is then obligated to assume all of Autopistas' obligations to pay the principal of, and interest on, the bonds outstanding, which pursuant to the Loan Agreement will be paid from the net revenues of the use and operation of the Teodoro Moscoso Bridge. Although Autopistas currently has the ability to terminate the Bridge Service Concession Agreement and have the Authority assume its obligations, the Authority has not received such notice and does not currently expect the Bridge Service Concession Agreement to terminate.

The deferred inflows of resources in the total aggregate amount of approximately \$1,089 million as of June 30, 2019 were related to the Toll Roads Concession Agreement.

**12. BONDS PAYABLE**

Until the filing for relief under Chapter III of PROMESA, the Bond Resolutions authorized the Authority to issue revenue bonds to raise funds for the construction and related costs of transportation facilities. As of June 30, 2019, bonds outstanding under the Bond Resolutions, were as follows:

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## Notes to Financial Statements

Year Ended June 30, 2019

**12. BONDS PAYABLE (Continued)****RESOLUTION 1968-18**

Serial bonds, maturing through 2034, with interest ranging from 3.30% to 6.50%	\$ 396,389,997
Term bonds, maturing through 2039, with interest ranging from 4.00% to 6.00%	393,095,000
Capital appreciation bonds, maturing through 2026, with interest ranging from 4.36% to 4.58%	<u>29,307,885</u>
Total resolution 68-18	<u>\$ 818,792,882</u>

**RESOLUTION 1998-06**

Serial bonds, maturing through 2037, with interest ranging from 2.25% to 5.75%	\$ 1,186,895,000
Term bonds, maturing through 2046, with interest ranging from 2.25% to 5.75%	1,842,045,000
Variable rate bonds held by the GDB Debt Recovery Authority	200,000,000
Capital appreciation bonds, maturing through 2026, with interest ranging from 4.47% to 5.08%	80,354,986
LIBOR based interest rate bonds maturing through 2045	700,000
Consumer Price Index based interest rate bonds maturing through 2028	<u>57,965,000</u>
Total resolution 1998-06	<u>3,367,959,986</u>
 Total bonds outstanding	4,186,752,868
Add: Net unamortized premium	<u>208,908,396</u>
Net bonds payable	<u>\$ 4,395,661,264</u>

For variable interest-rate bonds included above, the debt service requirements were computed assuming current interest rates remain the same for their remaining term. As rates vary, variable-rate bond interest payments will vary.

The bonds were originally secured by a conditional pledge, to the extent they are actually received from the Commonwealth, of the gross receipts of the gasoline excise taxes and one half of the diesel oil excise taxes, a maximum of \$11 million monthly (but not more than \$120 million annually) derived from excise taxes over crude oil and its derivatives, \$15 per vehicle per year from motor vehicle license fees, the proceeds of any other taxes, fees or charges which the Commonwealth may conditionally allocate to the Authority in the future and which the Authority may pledge, proceeds of any tolls or other charges which the Authority may impose for the use of any of its traffic facilities and certain investment earnings.

However, the proceeds of the gasoline tax, the gas oil and diesel oil tax, the crude oil tax and the motor vehicle license fees conditionally allocated to the Authority are taxes and revenues available under the Commonwealth's Constitution for the payment of principal and interest of Commonwealth bonds. Accordingly, if needed, they may be withheld by the Commonwealth. On November 30, 2015, the Governor issued Executive Order 2015-046, which directed the Treasury Department to retain gasoline, oil, diesel, and petroleum tax revenues that had previously been conditionally allocated to the Authority. This authorization to retain revenues conditionally allocated to the Authority was extended under the Moratorium Law, Act No. 5, and their related executive orders, as further discussed in Note 4 to the basic financial statements. Allocation of such moneys is also impaired by the enactment of PROMESA and actions of the Oversight Board, including but not limited to the initiation of the Title III cases of the Authority and the Commonwealth. These revenues

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## Notes to Financial Statements

Year Ended June 30, 2019

**12. BONDS PAYABLE (Continued)**

are to be used for other essential services within the Commonwealth. During the fiscal year ended June 30, 2019, the Commonwealth retained taxes in the total aggregate amount of approximately \$533.3 million that would have otherwise been transferred to the Authority, as further discussed in Note 4.

Nothing in the Bond Resolutions is to be construed as preventing the Authority from financing any facilities authorized by Act No. 74-1965 that created the Authority through the issuance of bonds or other obligations, which are not secured under the provisions of the Bond Resolutions. However, this is also significantly limited by the filing of relief under Chapter 7 of PROMESA.

The variable rate bonds bear interest at an annual rate of interest (not to exceed the maximum legal rate) as determined by the remarking agent on and as of the rate determination date. This rate will be, in the judgment of the remarking agent under existing current market conditions, the rate that would result in the sale of the outstanding variable interest bonds at a price equal to the purchase price as defined in the bond offering. The effective rate of these bonds was 12%, as of June 30, 2019.

The Series N LIBOR Bonds bear interest from their date of delivery at a per annum rate for each period equal to (a) 67% of the Three-Month LIBOR Rate for such period plus (b) a per annum spread equal to 0.53%. In each case the LIBOR based interest rate cannot exceed the maximum rate permitted under Puerto Rico law (currently 12%). The effective rate on these bonds was 1.64% as of June 30, 2019.

Interest on the Consumer Price Index (CPI) Bonds were to be paid on the first business day of each month commencing on July 2, 2007. The CPI Rate, which will be reset monthly, is an interest rate based on changes in the CPI and cannot exceed the maximum rate permitted under the Puerto Rico law (currently 12%). The effective rate on these bonds was 3.17% as of June 30, 2019.

The Authority's bonds payable are subject to arbitrage regulations issued by the Internal Revenue Service of the United States of America, which require the payment of a rebate to the United States federal government of excess investments earnings on tax-exempt debt proceeds if the yield on those earnings exceeds the effective yield on the related tax-exempt debt issued. Excess earnings must be rebated every five years or upon maturity of the debt, whichever is earlier. Arbitrage calculations resulted in no liability as of June 30, 2019.

**Debt Refunding**

As of June 30, 2019, the outstanding balances of the bonds defeased by the Authority are as follows:

Series AA	\$ 81,050,000
Series BB	22,180,000
Series CC (CABS)	3,910,000
Total	<u>\$ 107,140,000</u>

**Debt Maturities**

The following schedules have been presented in accordance with original terms of the bonds payable and do not reflect the effects, if any, that may result from the Title III proceedings. The bonds payable are subject to compromise. Accordingly, the effects of the Title III proceedings may affect the carrying amounts, interest rates and the repayment terms.

## PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY

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## Notes to Financial Statements

Year Ended June 30, 2019

**12. BONDS PAYABLE (Continued)**

Long-term debt activity for the fiscal year ended June 30, 2019, was as follows:

	<b>Restated Balance at June 30, 2018</b>	<b>Increases / Accretions</b>	<b>Payments / Amortization</b>	<b>Balance at June 30, 2019</b>	<b>Due within One Year</b>
Serial bonds					
Resolution 1968-18	\$ 396,389,997	\$ -	\$ -	\$ 396,389,997	\$ -
Resolution 1998-06	1,186,895,000	-	-	1,186,895,000	-
Total	1,583,284,997	-	-	1,583,284,997	-
Term bonds					
Resolution 1968-18	393,095,000	-	-	393,095,000	-
Resolution 1998-06	1,842,045,000	-	-	1,842,045,000	-
Total	2,235,140,000	-	-	2,235,140,000	-
Variable rate bonds					
Resolution 1998-06	200,000,000	-	-	200,000,000	-
CPI based interest-rate bonds					
Resolution 1998-06	57,965,000	-	-	57,965,000	-
LIBOR based interest-rate bonds					
Resolution 1998-06	700,000	-	-	700,000	-
Capital appreciation bonds					
Resolution 1968-18	27,958,621	1,349,264	-	29,307,885	-
Resolution 1998-06	79,003,992	1,350,994	-	80,354,986	-
Total	106,962,613	2,700,258	-	109,662,870.90	-
Total before bond premium	4,184,052,610	2,700,258	-	4,186,752,868	-
Add net bond premium amortization	222,207,986	-	(13,299,590)	208,908,396	-
Total bonds outstanding subject to compromise:	\$ 4,406,260,596	\$ 2,700,258	\$ (13,299,590)	\$ 4,395,661,264	\$ -

The outstanding bonds as of June 30, 2019, require future payments of principal and interest as follows:

<b>Fiscal years ended June 30,</b>	<b>Principal</b>	<b>Interest</b>	<b>Total</b>
2020 (including amounts in arrears)	\$ 385,224,400	\$ 490,110,132	\$ 875,334,532
2021	139,005,584	207,509,659	346,515,243
2022	145,994,793	201,299,929	347,294,722
2023	157,816,660	193,636,083	351,452,743
2024	172,936,429	185,774,044	358,710,473
2025-2029	822,760,000	812,897,509	1,635,657,509
2030-2034	937,825,000	598,180,692	1,536,005,692
2035-2039	1,069,300,000	333,043,739	1,402,343,739
2040-2044	315,995,000	101,823,292	417,818,292
2045-2046	39,895,002	9,406,201	49,301,203
Total	\$ 4,186,752,868	\$ 3,133,681,280	\$ 7,320,434,148

**Bonds defaults**

Upon the filing for relief under Title III of PROMESA, as explained in Note 4, through June 30, 2019, the Authority stayed all debt service, other than the Teodoro Moscoso bonds. However, bonds covered by monoline insurance were paid by the insurers, becoming the insurers the holders of the bonds.

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## Notes to Financial Statements

Year Ended June 30, 2019

**12. BONDS PAYABLE (Continued)**

<b>Fiscal Year Ended June 30,</b>	<b>Total defaults still outstanding</b>	<b>Subrogated monoline insurance company payments</b>	<b>Total defaults not subrogated by insurance</b>
<b>2017</b>			
Principal	\$ 3,110,000	\$ 3,110,000	\$ -
Interest	2,509,625	245,125	2,264,500
<b>2018</b>			
Principal	122,885,000	107,805,000	15,080,000
Interest	219,657,554	112,581,380	107,076,173
<b>2019</b>			
Principal	128,035,000	112,235,000	15,800,000
Interest	214,222,647	119,320,846	94,901,801
<b>Total</b>	<b>\$ 690,419,826</b>	<b>\$ 455,297,351</b>	<b>\$ 235,122,474</b>

As explained in Note 23 to the basic financial statements subsequent to June 30, 2019, the Authority is still under the relief protection and has defaulted on the debt service of all bond series.

**13. BONDS PAYABLE -TEODORO MOSCOSO**

On October 22, 2003, the Authority issued term and capital appreciation bonds in the total aggregate amount of approximately \$153.2 million (the 2003 Bonds). The proceeds of these bonds were used to refund, in advance, the bonds previously issued in 1992, to finance the construction of the Teodoro Moscoso Bridge.

Bonds outstanding under the Bond Resolutions as of June 30, 2019, are as follows:

**TEODORO MOSCOSO BONDS**

Term bonds, maturing through 2027 with interest ranging from 5.55% to 5.85%	\$ 68,520,000
Capital appreciation bonds, maturing through 2026 with interest ranging from 5.90% to 6.15%	39,617,853
Total Teodoro Moscoso bonds	108,137,853
Less: Current portion	10,820,000
<b>Long-term portion</b>	<b>\$ 97,317,853</b>

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Year Ended June 30, 2019

**13. BONDS PAYABLE -TEODORO MOSCOSO (Continued)****Debt Maturities**

The following schedule has been presented in accordance with original terms of the bonds payable. The outstanding bonds as of June 30, 2019, require future payments of principal and interest as follows:

<b><u>Fiscal years ended June 30.</u></b>	<b>Principal</b>	<b>Interest</b>	<b>Total</b>
2020	\$ 10,820,000	\$ 3,349,930	\$ 14,169,930
2021	21,942,516	2,628,990	24,571,506
2022	10,754,918	2,418,098	13,173,016
2023	11,876,037	2,063,004	13,939,041
2024	14,296,569	1,576,868	15,873,437
2025-2029	38,447,813	1,748,274	40,196,087
<b>Total</b>	<b>\$ 108,137,853</b>	<b>\$ 13,785,164</b>	<b>\$ 121,923,017</b>

The Authority continue to meet the debt service of these bonds with the proceeds of the concession agreement compensation.

**14. DEBT TO THE GDB DEBT RECOVERY AUTHORITY**

The Authority had various unsecured lines of credit with the GDB, which were assigned to the GDB Debt Recovery Authority, on November 29, 2018, pursuant to the GDB Qualifying Modifications, as further discussed in Note 23. The total aggregate amount outstanding was approximately \$1,733.7 million as of June 30, 2019, plus accrued and unpaid interest of \$674.3 million.

**15. RETIREMENT PLAN**

Before July 1, 2017, the Authority was a participating employer in the retirement plans administered by the Employees' Retirement System of the Commonwealth of Puerto Rico (ERS).

However, the ERS was severely underfunded. Therefore, on September 30, 2016, ERS was designated by the Oversight Board as a Covered Territorial Instrumentality under PROMESA. On May 21, 2017, the Oversight Board filed a petition for relief under Title III of PROMESA for ERS in the United States District Court for the District of Puerto Rico, commencing a Title III case for ERS. On June 15, 2017, the United States Trustee appointed an Official Committee of Retired Employees in the Commonwealth's Title III cases.

***PayGo Pension Reform***

On June 27, 2017, the Treasury Department issued Circular Letter No. 1300-46-17 to convey to the central government agencies, public corporations, and municipalities the new implementation procedures to adopt, effective July 1, 2017, a new "pay-as-you-go" (PayGo) system, in which ERS and the Commonwealth's other retirement systems stopped receiving contributions from employers or plan participants and are no longer managing contributions on behalf of participants. Since fiscal year 2018, employers' contributions, contributions ordered by special laws, and the additional uniform contribution were all eliminated.

On August 23, 2017, the Governor signed into law the Act No. 106 of 2017, known as the *Act to Guarantee the Payment to Our Pensioners and Establish a New Plan for Defined Contributions for Public Servants* (Act 106-2017), which provides the legal framework for the Commonwealth to implement the PayGo system effective as

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**15. RETIREMENT PLAN (Continued)**

of July 1, 2017. Under the PayGo system, the Commonwealth's General Fund makes direct pension payments to the pensioners and then gets reimbursed for those payments by the applicable participating employers, including the Authority. Approximately \$2 billion was allocated for these purposes in each of the Commonwealth's budgets for fiscal year 2018 and fiscal year 2019.

Act 106-2017, among other things, amended Act No. 447 with respect to the ERS's governance, funding, and benefits for active members of the actual program and new hired members. Under Act 106-2017, the ERS's Board of Trustees was eliminated, and a new retirement board was created (the Retirement Board), which is currently responsible for governing all Commonwealth Retirement Systems.

Act 106-2017 terminated the previously existing pension programs for ERS participants as of June 30, 2017 and created a new defined contribution plan (the New Defined Contribution Plan) for existing active members and new employees hired on or after July 1, 2017. This plan is similar to a 401(k) and is managed by a private entity. Future benefits will not be paid by ERS. Under the New Defined Contribution Plan, members of the prior programs and new government employees hired on and after July 1, 2017 will be enrolled in the New Defined Contributions Program. As of June 22, 2020, the accumulated balance on the accounts of the prior pension programs will be transferred to the individual member accounts in the New Defined Contribution Plan.

Act 106-2017 also ordered a suspension of the ERS' loan programs and ordered a merger of the administrative structures of the Commonwealth's retirement systems. At the Retirement Board's discretion, the administration of ERS benefits may be managed by a third-party service provider. In addition, Act 106-2017 repealed the Voluntary Early Retirement Law, Act No. 211 of 2015, while creating incentives, opportunities, and retraining program for public workers.

The total amount paid by the Authority under the PayGo system during the fiscal year ended June 30, 2019 amounted to \$27.7 million, which represents 100% of the contributions required under the law.

***Pension Benefit Payments***

Effective July 1, 2017, the Commonwealth's General Fund makes direct pension payments to the pensioners and then is reimbursed for those payments by the participant employers (including the Authority). However, As of July 1, 2017, ERS stopped making pension payments to retirees. The ERS administered different benefit structures pursuant to Act No. 447, as amended, including the Defined Benefit Program, the System 2000 Program, and the Contributory Hybrid Program (each as defined and discussed below). Benefit provisions varied depending on member's date of hire. Substantially all full-time employees of the Commonwealth and its instrumentalities (73 Commonwealth agencies, 78 municipalities, and 55 public corporations, including the Authority) were covered by ERS. All government employers (including the Authority) are required to reimburse the Commonwealth for benefits paid on account of their employees through the PayGo fee. The ERS continues to help manage the administrative functions of the pension benefits that are being paid by the Commonwealth. The aforementioned defined benefits had been paid by the ERS until June 30, 2017.

***Plan Description Prior to July 1, 2017***

This summary of ERS' pension plan provisions is intended to describe the essential features of the plan before the enactment of Act 106-2017. It should be noted that all eligibility requirements and benefit amounts shall be determined in strict accordance with the applicable law and regulations, and these benefits were not changed or amended with the enactment of Act 106-2017.

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**15. RETIREMENT PLAN (Continued)**

Under Act No. 3 of 2013, effective July 1, 2013, the Commonwealth created a hybrid plan where the employee no longer accrued employee benefits, and upon retirement would receive an annuity from the defined benefits accumulated until that date, plus the employee contributions made thereafter, adjusted by investment yields and market fluctuations. Other charges were also made to the Plan.

For employees who became ERS members prior to July 1, 2013, ERS operated under the following three benefit structures:

- Act No. 447 of May 15, 1951 (Act No. 447) effective on January 1, 1952 for members hired up to March 31, 1990;
- Act No. 1 of February 16, 1990 (Act No. 1) for members hired on or after April 1, 1990 and ending on or before December 31, 1999;
- Act No. 305 of September 24, 1999, (Act No. 305), which amended Act No. 447 and Act No. 1, for members hired from January 1, 2000 up to June 3, 2013.

Employees under Act No. 447 and Act No. 1 were participants of a cost-sharing multiple employers defined benefit plan (the Defined Benefit Program). Act No. 305 members were participants under a pension program known as System 2000, a hybrid defined contribution plan (the System 2000 Program). Under the System 2000 Program, there was a pool of pension assets invested by the ERS, together with those of the current defined benefit plan. Benefits at retirement age were not guaranteed by the Commonwealth and were subjected to the total accumulated balance of the savings account. Effective July 1, 2013, Act No. 3 of 2013 (Act No. 3) amended the provisions of the different benefits structures under the ERS. Act No. 3 moved all participants (employees) under the Defined Benefit Program and System 2000 Program to a new defined contribution hybrid plan (the Contributory Hybrid Program). All regular employees hired for the first time on or after July 1, 2013, and former employees who participated in the Defined Benefit Program and the System 2000 Program, and were rehired on or after July 1, 2013, become members of the Contributory Hybrid Program as a condition to their employment.

Before July 1, 2017, the assets of the Defined benefit Program, the System 2000 Program, and the Contributory Hybrid Program were pooled and invested by the ERS. Each member has a non-forfeitable right to the value of his/her account. Members have three options to invest their contributions. Investment income is credited to the member's account semi-annually. The Commonwealth does not guarantee benefits at retirement age.

Retirement and related benefits provided by the ERS and required contributions to the ERS by employers and employees, were determined by law rather than by actuarial requirements: As of July 1, 2011, after the adoption of Act 116 of July 6, 2011 (Act 116), the statutory employer contribution for the ERS increased from a minimum of 9.275% to a minimum of 10.275% of covered payroll and was supposed to increase annually until fiscal year 2021, however these contributions did not provide any benefit to the active participants.

Required employee contributions to the ERS varied according to how the individual employee's retirement benefits were coordinated with Social Security benefits. Act No. 3 increased the employee contribution from 8.275% to 10% of covered payroll.

The ERS provided basic benefits under the defined benefit program principally consisting of a retirement annuity and death and disability benefits (collectively referred to herein as Basic System Pension Benefits). The ERS also administered benefits granted under various special laws that have provided additional benefits for the retirees and beneficiaries (collectively referred to herein as System Administered Pension Benefits). The

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**15. RETIREMENT PLAN (Continued)**

System Administered Pension Benefits included, among others, additional minimum pension, death and disability benefits, ad-hoc cost-of-living adjustments and summer and Christmas bonuses. Act No. 3 and Act 160-2013 amended the various laws providing some of these System Administered Pension Benefits to reduce some of the amounts payable to existing retirees while eliminating the benefits for all future retirees (those retiring after June 30, 2013 and July 31, 2014).

**Pension Liabilities, Pension Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions**

Until the PayGo Reform described above, the Authority was required to follow the provisions of Statement No. 68 of the Governmental Standard Board, *Accounting and Financial Reporting for Pensions, an amendment of GASB Statement No. 27* and Statement No. 71, *Pension Transition for Contributions Made Subsequent to the Measurement Date, an amendment of GASB Statement No. 68*, which became effective for the year ended June 30, 2015. As the result of the PayGo reform, the Authority is required to implement the requirements of GASB Statement No. 73 of the Governmental Standard Board, *Accounting and Financial Reporting for Pensions and Related Assets That Are Not within the Scope of GASB Statement 68, and Amendments to Certain Provisions of GASB Statements 67 and 68* (GASB 73) during the year ended June 30, 2019.

The most recent audited financial statements available of the ERS were as of June 30, 2017 where the ERS was severely underfunded with a net pension liability of approximately \$32,201 million and its fiduciary net position of approximately negative \$2,109 million. ERS has not issued its 2018 and 2019 basic financial statements, nor has it provided the Authority with the required information to fully implement the requirements of GASB 73 as of June 30, 2019. ERS has only provided the Authority with its proportionate share of the net pension liability, deferred inflow of resources and deferred outflow of resources calculated under the requirements of GASBS statement No. 68, which were recorded in the Authority's beginning balances during the year ended June 30, 2019. Refer to Note 22 for additional information.

Because the Authority has been unable to implement GASB 73, it has not recorded the effect on the deferred outflows and inflows of resources related to pensions and the pension liability previously recorded under GASB 68 and has not recognized the effect of current period changes in the total pension liability as it relates to, deferred outflows of resources, deferred inflows of resources and pension expense for the year ended June 30, 2019. In addition, this note is not disclosing the pension related information required by Statement No. 73.

**Pension Plan Fiduciary Information**

Additional information on the ERS is provided in its standalone financial statements for the fiscal year ended June 30, 2017, a copy of which can be obtained from the Employees' Retirement System of the Commonwealth of Puerto Rico, P.O. Box 42004, San Juan PR 00940-2004.

**16. POST EMPLOYMENT BENEFITS OTHER THAN PENSIONS ("OPEB")****Program Description and Membership**

The Authority agreed to provide medical, pharmacy, dental and vision medical insurance coverage to eligible retirees, its spouses and dependents, for a period of one year after retirement for union employees and for the remainder of the calendar year of retirement for management employees as a single employer defined benefit as Other Post-Employment Benefits Plan (the "Plan").

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**16. POST EMPLOYMENT BENEFITS OTHER THAN PENSIONS (“OPEB”) (Continued)**

The OPEB Plan can be amended by action of the Authority subject to applicable collective bargaining and employment agreements. The Plan does not issue a stand-alone financial report because there are no assets legally segregated for the sole purpose of paying benefits under the OPEB plan.

The obligations of the Plan members' employer are established by action of the Authority pursuant to applicable collective bargaining and employment agreements. The required contribution rates of the employer and the members vary depending on the applicable agreement.

All employees with more than twenty years of rendered service within the Authority are eligible for the healthcare benefit upon retirement age.

For more details in the retirement age, refer to Note 15. The obligation ends in case of death before retirement and in case of total or permanent disability before retirement. The obligation also ends in case of death after retirement.

For the fiscal year ended June 30, 2018, the Authority adopted GASB No. 75, which replaces GASB No. 45, *Accounting and Financial Reporting by Employers for Postemployment Benefits Other Than Pensions*, as amended, and No. 57, *OPEB Measurements by Agent Employers and Agent Multiple-Employer Plans*, for OPEB. Statement No. 74, *Financial Reporting for Postemployment Benefit Plans Other Than Pension Plans*, establishes new accounting and financial reporting requirements for OPEB plans. GASB No. 75 establishes standards for recognizing and measuring liabilities, deferred outflows of resources, deferred inflows of resources, and expense. For defined benefit OPEB, this Statement identifies the methods and assumptions that are required to be used to project benefit payments, discount projected benefit payments to their actuarial present value, and attribute that present value to periods of employee service. As a result of the early implementation of GASB No. 75 the Authority recognized an adjustment to the beginning net position of \$2.9 million as of July 1, 2018.

**Funding Policy**

The Authority currently contributes enough money to the OPEB Plan to satisfy current obligations on a pay-as-you-go basis. The costs of administering the OPEB Plan are paid by the Authority.

No assets are accumulated in a trust that meets the criteria in paragraph 4 of GASB Statement No. 75 for the payment of these benefits.

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**16. POST EMPLOYMENT BENEFITS OTHER THAN PENSIONS (“OPEB”) (Continued)****Membership**

On June 30, 2019, the date of the most recent actuarial valuation, membership in the OPEB Program was as follows.

<u>Description</u>	<u>Number</u>
Inactive Employees or Beneficiaries Currently Receiving Benefits	3
Inactive Members Entitled To But Not Yet Receiving Benefits	-
Active Employees	1,242
<b>Total Membership</b>	<b>1,245</b>

**Actuarial Assumptions**

The total OPEB liability was determined by an actuarial valuation as of June 30, 2018, using the following key actuarial assumptions and other inputs:

Inflation	2.75%
Salary Increases	N/A
Municipal Bond Index Rate at Measurement Date	2.98%
Long-Term Expected Rate of Return	2.98%
Health care cost trend rate	5.6% decreasing to 4.7%

**Mortality Table**

Mortality rates were based on the RP-2014 Total Mortality Table, projected generationally using scale MP-2018, for service retirements. The RP-2014 Disabled Retiree Mortality Table, projected generationally using scale MP-2018 was used for the period after disability retirement.

**Changes of Actuarial Assumptions**

Since the Prior Measurement Date, the discount rate decreased from 3.13% to 2.98%. Mortality rates have been changed to the RP-2014 Total Mortality Table, projected generationally using scale MP-2018, for service retirements. The RP-2014 Disabled Retiree Mortality Table, projected generationally using scale MP-2018 was used in the period after disability retirement.

**Changes of Benefit Terms**

There was no change in the benefit terms that affected the measurement of the total OPEB liability since the prior measurement date. No benefit payments are attributable to the purchase of allocated insurance contracts.

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**16. POST EMPLOYMENT BENEFITS OTHER THAN PENSIONS (“OPEB”) (Continued)****Sensitivity of the Total OPEB Liability to Changes in the Discount Rate**

The following presents the total OPEB liability calculated using the discount rate of 2.98%, as well as what it would be if it were calculated using a discount rate of 1 percent-point lower or 1 percent-point higher than the current rate:

	1% Decrease (1.98%)	Current Assumption (2.98%)	1% Increase (3.98%)
Total OPEB liability	\$ 3,505,054	\$ 3,169,390	\$ 2,867,216

Similarly, the exhibit below presents the total OPEB liability calculated using the health care cost trend rates as well as what it would be if it were calculated using a health care cost rate of 1 percent-point lower or 1 percent-point higher than the current rate:

	1% Decrease (4.6% decreasing to 3.7%)	Current Assumption (5.6% decreasing to 4.7%)	1% Increase (6.6% decreasing to 5.7%)
Total OPEB liability	\$ 2,918,780	\$ 3,169,390	\$ 3,468,893

**Annual OPEB Cost and OPEB Liability**

The total OPEB liability was based upon an actuarial valuation performed as of the valuation date, June 30, 2018. An expected total OPEB liability was determined as of June 30, 2017, the prior measurement date, using standard roll back techniques. The roll back calculation begins with the total OPEB liability as of the measurement date, June 30, 2018, adds the expected benefit payments for the year, deducts interest at the discount rate for the year, and then subtracts the annual normal cost (also called the service cost).

The following table illustrates the OPEB costs components for the year ended June 30, 2019:

<b>Total OPEB Liability as of June 30, 2017</b>	<b>\$ 2,936,178</b>
<b>Changes for the year:</b>	
Service Cost at the end of the year	114,893
Interest on TOL and Cash Flows	91,351
Changes of assumptions or other inputs	62,199
Benefit payments	(35,231)
<b>Net changes</b>	<b>233,212</b>
<b>Total OPEB Liability as of June 30, 2018</b>	<b>\$ 3,169,390</b>

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**16. POST EMPLOYMENT BENEFITS OTHER THAN PENSIONS (“OPEB”) (Continued)**

For the year ended June 30, 2019, the Authority recognized OPEB expense of approximately \$214,218.

The following table provides a summary of the Deferred Outflows of Resources and Deferred Inflows of Resources as of June 30, 2019:

**OPEB Deferred Outflows of Resources and Deferred Inflows of Resources**

Description	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between expected and actual experience	\$ -	\$ -
Changes of assumptions or other inputs	54,225	-
Total	\$ 54,225	\$ -

The implementation of GASB No. 75 requires to determine deferred outflows of resources and deferred inflows of resources in order to be amortized and recognized in the annual OPEB expense.

The following table illustrates the OPEB costs components for the year ended June 30, 2019:

## OPEB Expense:

Service Cost at end of year	\$ 114,893
Interest on the Total OPEB Liability	91,351
Assumption change	7,974
OPEB expense	\$ 214,218

Amounts reported as Deferred Outflows of Resources and Deferred Inflows of Resources related to OPEB benefits will be recognized in OPEB Expense as follows:

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**16. POST EMPLOYMENT BENEFITS OTHER THAN PENSIONS (“OPEB”) (Continued)**

Measurement Period Ended June 30:	Amount
2020	\$ 7,974
2021	7,974
2022	7,974
2023	7,974
2024	7,974
Thereafter	<u>14,355</u>
Total	<u>\$ 54,225</u>

**17. VOLUNTARY TERMINATION BENEFITS**

On July 2, 2010, the Commonwealth enacted Act No. 70 established a program that provides benefits for early retirement or economic incentives for voluntary employment termination to eligible employees, as defined. The program was available to eligible employees that have completed between 15 to 29 years of creditable services and provided monthly benefits ranging from 37.5% to 50% of each employees' monthly salary until the employee complies with the requirements of age and 30 years of credited service in the Retirement System. The ERS Pay-Go Plan (previously the ERS) is responsible for benefit payments. The employees had until December 31, 2012 elect to participate in this program. As of June 30, 2019, the Authority's total outstanding liability under this program was approximately \$28.6 million, discounted at 2.00%.

On December 28, 2015, the Commonwealth enacted Act. No. 211 of 2015 (Act No. 211), known as the Voluntary Early Retirement Law. Act No. 211 that allowed eligible active employees to participate in a voluntarily retirement program if they were hired before April 1990 and has accrued a minimum of twenty years of service. The voluntary program, which was initially adopted during the fiscal year ended June 30, 2017, provided eligible participants with 60% of their average compensation, determined as of December 31, 2015 until the employee attain age sixty-one. As of June 30, 2019, the outstanding balance under Act No. 211 amounted to \$16.4 million. The liability under this program was discounted at 2.25%. The aggregate adjustment for changes in discount rate under Act No. 70 and Act No. 211 during the fiscal year ended June 30, 2019 resulted in a loss of \$3.1 million.

**18. RELATED PARTY TRANSACTIONS**

During the fiscal year ended June 30, 2019, operating expenses included approximately \$10.1 million of charges from Puerto Rico Electric Power Authority (PREPA), a component unit of the Commonwealth. In addition, during the year ended June 30, 2019, the Authority received charges from PBA, a component unit of the Commonwealth of Puerto Rico, building rent amounting to approximately \$791,000.

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**18. RELATED PARTY TRANSACTIONS (Continued)**

As of June 30, 2019, the Authority had approximately \$57.1 million in receivables from the Commonwealth and its component units, which were reported in accounts receivable in the accompanying statement of net position. The individual receivables which come substantially from previous fiscal years as overdue have been fully allowed prior to the fiscal year ended June 30, 2019.

The amount due from the Commonwealth of Puerto Rico relates to the operating transfers made to the Authority. This amount was collected subsequent to June 30, 2019.

As further discussed in Note 14, the balance of the now terminated GDB lines of credit, was assumed by the GDB Debt Recovery Authority. As of June 30, 2019, the Authority has an outstanding balance to GDB of approximately \$1,733.7 million plus accrued interest of approximately \$674.2 million.

Bonds payable includes \$200 million variable rate bonds, purchased by GDB from a third party on May 19, 2014, and subsequent assumed by the GDB Debt Recovery Authority.

During the year ended June 30, 2019, the Authority received from the Commonwealth approximately \$160.1 million for repair maintenance and resurfacing of certain roads and bridges and \$97.3 million for operating expenses.

As of June 30, 2019, the Authority had amounts due to other governmental entities for operating leases, utilities, and other agreements of approximately \$58.2 million which are included in accounts payable and accrued liabilities in the accompanying statement of net position.

**19. COMMITMENTS AND CONTINGENT LIABILITIES****Construction Commitments**

As of June 30, 2019, the Authority had commitments of approximately \$382.2 million related to construction contracts.

**Lease Commitments**

The Authority has various operating leases for office space with the Puerto Rico Public Buildings Authority, which is a related party. These leases expired in fiscal years 2003 and 2004. The contracts have not been renewed and the Authority continues to use the premises on a month-to-month basis. During the fiscal year ended June 30, 2019, the total aggregate amount of rental expense recorded by the Authority on these contracts was approximately \$791,000.

**Legal Contingencies**

## 1. Pending Key Litigation Filed Prior to Commencement of Title III Cases Related to the Authority

The Authority is defendant or co-defendant in various lawsuits for alleged damages in cases principally related to construction projects. The contractors are required, under the terms of the construction agreements, to carry adequate public liability insurance and to hold harmless the Authority from lawsuits brought on account of damages relating to the construction of the projects.

2. *Ambac Assurance Corporation v. Puerto Rico Highways and Transportation Authority*, Case No. 16-cv-1893 (D.P.R.)

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**19. COMMITMENTS AND CONTINGENT LIABILITIES (Continued)**

Ambac filed two claims against the Authority claiming (i) breaches in fiduciary duties, and (ii) breaches in contractual obligations. On May 16, 2016, plaintiff filed an amended complaint. On July 1, 2016, the Authority filed a motion to stay the proceeding, which the United States District Court for the District of Puerto Rico (the District Court) granted on August 23, 2016. On May 23, 2017, the Puerto Rico Department of Justice filed a notice of stay under Title III of PROMESA. On May 24, 2017, the District Court entered an order confirming the stay.

*3. Scotiabank de Puerto Rico, et al. v. Garcia-Padilla, et al.*, Case No. 16-cv-2736 (D.P.R.)

Plaintiffs filed suit against various government parties, including the Authority, claiming that the Puerto Rico Emergency Moratorium and Financial Rehabilitation Act (the Moratorium Act) and executive orders issued pursuant to the Moratorium Act violate PROMESA, the United States Constitution, and the Puerto Rico Constitution. On September 10, 2017, plaintiffs filed their amended complaint. On November 11, 2016, defendants filed a motion to stay the proceedings. On December 16, 2016, defendants filed a motion to dismiss. On January 31, 2017, plaintiffs filed an opposition to defendants' motion. That motion is pending. On May 16, 2017, the Puerto Rico Department of Justice filed a notice of stay under Title III of PROMESA. On May 17, 2017, the District Court entered an order confirming the stay.

*4. Peaje Investments LLC v. Puerto Rico Highways & Transportation Authority*, Case No. 17-cv-01612 (D.P.R. May 9, 2017)

On May 9, 2017, Peaje Investments LLC filed a complaint for declaratory judgment and injunctive relief challenging the Authority's use of toll revenues. On May 22, 2017, the Oversight Board filed a notice of stay under Title III of PROMESA, which the court granted on May 23, 2017.

**Key Civil Actions Filed Against, or Relating to, the Authority After the Commencement of the Title III Case**

*1. Peaje Investments LLC v. Puerto Rico Highways & Transportation Authority, et al.*, Case Nos. 17-151-LTS, 17-152-LTS (D.P.R. May 31, 2017)

On May 31, 2017, plaintiff filed a lawsuit against the Authority, the Authority's Executive Director in his official capacity, the Commonwealth, the Governor of Puerto Rico, the Secretary of the Treasury of the Commonwealth, the Director of the Office of Management and Budget, AAFAF, and AAFAF's Executive Director in his official capacity. Plaintiff alleges that (i) it owns bonds secured by liens on pledged special revenues; (ii) the Commonwealth and the Authority evaded payment on those bonds; and (iii) defendants unlawfully paid the Authority bonds almost exclusively out of reserve account funds and that those funds are the bondholders' property. Plaintiff claims that it is entitled to certain of the Authority's toll revenues in payment of its bonds, alleging both statutory and consensual liens, and seeks declaratory and injunctive relief to that effect.

On September 8, 2017, the Title III Court denied plaintiff's motion for preliminary injunction. On August 8, 2018, the First Circuit issued an opinion affirming the Title III Court's order denying plaintiff's motion for preliminary injunction and adequate protection, finding plaintiff does not hold a statutory lien. On October 26, 2018, plaintiff filed a writ of certiorari, which the U.S. Supreme Court denied on February 19, 2019.

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## Notes to Financial Statements

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**19. COMMITMENTS AND CONTINGENT LIABILITIES (Continued)**

On October 10, 2017, plaintiff filed an amended complaint, which defendants answered on November 17, 2017. For the sake of efficiency and judicial economy, the parties agreed to continue to refrain from litigating these adversary proceedings due to overlapping issues in adversary proceedings 20-00005 and 20-00007.

*2. The Authority Bondholder Lift Stay Motion, Case No. 17-3283-LTS (D.P.R. Jan. 16, 2020)*

On January 16, 2020, the monoline insurers for bonds issued by the Authority filed a motion seeking to lift the automatic stay, or in the alternative, for adequate protection of their alleged security interests in applicable pledged revenue. The monoline insurers assert that the Authority bondholders are secured by (i) toll revenues collected by the Authority, and (ii) excise taxes collected by the Commonwealth. the Authority motion seeks relief from the stay because the Authority and the Commonwealth allegedly do not have any equity in the toll revenues or excise taxes.

On February 4, 2020, the Oversight Board (as joined by AAFAF) objected to each of the stay motions. The monoline insurers filed their replies on April 30, 2020. A preliminary hearing on the lift stay motions was held on June 4, 2020.

On July 2, 2020, the Title III Court declined to lift the automatic stay imposed by PROMESA on the Authority bondholders. After further briefing on remaining issues, on September 9, 2020, the Title III Court denied the Authority lift stay motion. On September 23, 2020, the Authority bondholders appealed the Title III Court's denial of the lift stay motions to the First Circuit. The First Circuit heard oral argument on February 4, 2021, and on March 3, 2021, the First Circuit affirmed the Title III Court's ruling.

*3. The Fin. Oversight & Mgmt. Bd. for Puerto Rico, as representative of the Commonwealth of Puerto Rico v. Ambac Assurance Corp., et al., Adv. Pro. No. 20-00005-LTS (D.P.R. Jan. 16, 2020)*

On January 16, 2020, the Oversight Board, on behalf of the Commonwealth, filed an adversary complaint, alleging (i) that the Commonwealth is neither an issuer nor a guarantor of the bonds issued by the Authority;(ii) that pursuant to the Enabling Act and the Authority's bond documents, the Commonwealth has no liability with respect to the bonds; and (iii) that the bondholders' proofs of claim's various constitutional, statutory, tort, and contractual claims fail.

On February 11, 2020, AmeriNational Community Services, LLC, as servicer for the GDB DRA, and Cantor-Katz Collateral Monitor LLC (together, the DRA Parties) filed an intervention motion. On the same day, the official committee of unsecured creditors appointed in the Commonwealth's Title III Case (the Creditors' Committee) filed an intervention motion. On February 27, 2020, the Authority bondholder parties filed a motion to dismiss the complaint in part, challenging certain of the Oversight Board's constitutional and statutory legal theories. The motion to dismiss is currently stayed.

On March 2, 2020, the Title III Court entered an order allowing in part and denying in part the Creditors' Committee's intervention motion. On March 10, 2020, the Court entered an order allowing in part and denying in part the DRA Parties' intervention motion. The same day, the Title III Court entered a final case management order for revenue bonds, staying litigation of the motion to dismiss and permitting the filing of summary judgment motions for certain counts.

On April 28, 2020, the Oversight Board filed a motion for partial summary judgment, contending defendants lack security interests. The Creditors' Committee filed a limited joinder. On July 16, 2020, the monoline insurers filed an opposition to the Oversight Board's summary judgment motion. The DRA Parties filed a response to the Oversight Board's memorandum of law in support of the summary judgment motion. Replies

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Year Ended June 30, 2019

**19. COMMITMENTS AND CONTINGENT LIABILITIES (Continued)**

were filed August 31, 2020. A hearing on the motion was held on September 23, 2020. On January 20, 2021, the Title III Court ordered additional discovery, which is set to conclude on May 19, 2021. On April 6, 2021, the Oversight Board filed a motion seeking relief from the litigation stay currently imposed on specific counts in the complaint. The Oversight Board seeks to file an additional motion for summary judgment on certain of the remaining counts in the complaint. A hearing on the motion is scheduled for hearing on April 28, 2021, with objections due April 13, 2021.

*4. The Fin. Oversight & Mgmt. Bd. for Puerto Rico, as Representative of Puerto Rico Highways and Transportation Authority, et al. v. Ambac Assurance Corp., et al., Adv. Pro. No. 20-00007-LTS (D.P.R. Jan. 16, 2020)*

On January 16, 2020, the Oversight Board and the Creditors' Committee filed an adversary complaint challenging the proofs of claims and liens asserted against the Authority by holders of bonds issued by the Authority. The Oversight Board and the Creditors' Committee argue that the defendants' secured bond claims "should be disallowed except as to amounts deposited to the credit of the 1968 Sinking Fund and the 1998 Resolution Funds." Additionally, the plaintiffs argue that the defendants' claims based on asserted constitutional and statutory violations "should be disallowed in their entirety."

On February 27, 2020, certain defendants filed a motion to dismiss the complaint in part. The litigation of the motion to dismiss is currently stayed, and the Title III Court did not permit the filing of summary judgment motions in this adversary proceeding.

*5. Monoline Insurers' Motion for Appointment as Co-Trustees to Pursue Avoidance Actions, Case No. 17-3283-LTS (D.P.R. July 17, 2020)*

On July 17, 2020, the monoline insurers for bonds issued by the Authority filed a motion seeking appointment as co-trustees to pursue avoidance claims on behalf of the Authority under Bankruptcy Code section 926.

Plaintiffs allege (i) revenues from excise taxes belong to the Authority, (ii) the Commonwealth has no enforceable interest in them, and (iii) the Oversight Board's refusal to pursue the proposed avoidance claims is unjustifiable because the Oversight Board suffers from a conflict of interest. On August 11, 2020, the Title III Court denied the motion, holding that the monoline insurers failed to establish a colorable claim to a property interest in the excise tax revenues and that the First Circuit requires substantial deference to the Oversight Board as the sole entity authorized to propose a plan of adjustment. The monoline insurers appealed to the First Circuit on August 25, 2020 and filed their opening appellate brief on February 18, 2021. The Oversight Board and AAFAF's response briefs are due April 19, 2021.

*6. Motion Pursuant to Bankruptcy Code Sections 105(a) and 362 for Order Directing Ambac Assurance Corporation to Withdraw Complaint, Case No. 17-3283-LTS (D.P.R. Mar. 31, 2020)*

On February 19, 2020, Ambac Assurance Corporation filed a complaint in the District Court against Autopistas Metropolitanas de Puerto Rico, LLC asserting claims for rescission of contract, unjust enrichment, and declaratory relief. On March 31, 2020, the Oversight Board filed a motion in the Commonwealth and HTA Title III cases seeking entry of an order directing Ambac to withdraw its complaint as violative of the automatic stay imposed by section 362(a) of the Bankruptcy Code. On June 16, 2020, the Title III Court granted the Oversight Board's motion, which Ambac appealed to the First Circuit. Briefing for the appeal has been completed and oral argument was heard on March 8, 2021. As of the date hereof, the First Circuit has not yet rendered its decision.

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**19. COMMITMENTS AND CONTINGENT LIABILITIES (Continued)****Contingent Liabilities Summary**

As of June 30, 2019, the Authority, based on legal advice, has recorded a liability of approximately \$100.7 million for probable losses on those claims not fully covered by insurance. Outstanding legal liability is composed of \$21.2 million of legal cases related to construction projects and \$79.5 million related to expropriation and related costs. However, due to the estimation process, the amount accrued may change in the near term. Most of these losses may be treated as unsecured claims in the Authority's Title III case. Other claims against the Authority are principally related to the non-payment of the Authority's bonds and other long-term obligations that are fully recorded in the financial statements of the Authority, including accrued interest. These liabilities are expected to be negotiated under the Authority's reorganization under Title III of PROMESA, accordingly, no further accrual is necessary.

**Federal Assistance Programs**

The Authority participates in a number of federal financial assistance programs. These programs are subject to audits in accordance with the provisions of Title 2 U.S. Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles and Audit Requirements for Federal Awards, or to compliance audits by grantor agencies.

On March 31, 2014, FHWA approved \$756.4 million in toll credits that may be applied toward the non-federal matching share of transit projects. These toll credits will remain available until used. Since inception, only \$117 million in toll credits have been claimed, and there was an outstanding balance of \$639.4 million for future federally aided projects as of June 30, 2019.

Effective on July 1, 2017, the Authority entered into a new contract with ACI-Herzog for the purpose of operating and maintaining the Urban Train. This contract expires on June 30, 2032, with an option to extend the term for an additional two periods of not less than 5 years, as long as the entire term does not exceed 25 years. The total annual operation and maintenance cost, for the fiscal year ended June 30, 2019, was approximately \$51.6 million.

The Authority contracted First Transit of Puerto Rico, Inc. (First Transit) to operate the service known as Metrobus I, which consists of two express routes (Metrobus Route I) and Metrobus Expresso, that provide service between the University of Puerto Rico and Old San Juan. The service is provided seven days a week using 24 buses owned by First Transit. The existing service agreement with First Transit expired on June 30, 2015 and was extended to June 30, 2022. The total aggregate expense amount under this contract was \$9.7 million for the fiscal year ended June 30, 2019.

**20. OPERATION AND MAINTENANCE OF URBAN TRAIN AND OTHER TRANSPORTATION SYSTEMS**

Effective on July 1, 2017, the Authority entered into a new contract with ACI-Herzog for the purpose of operating and maintaining the Urban Train. This contract expires on June 30, 2032, with an option to extend the term for an additional two periods of not less than 5 years, as long as the entire term does not exceed 25 years.

The total annual operation and maintenance cost, for the fiscal year ended June 30, 2019, was approximately \$51.6 million.

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**20. OPERATION AND MAINTENANCE OF URBAN TRAIN AND OTHER TRANSPORTATION SYSTEMS (Continued)**

The Authority contracted First Transit of Puerto Rico, Inc. (First Transit) to operate the service known as Metrobus I, which consists of two express routes (Metrobus Route I) and Metrobus Expreso, that provide service between the University of Puerto Rico and Old San Juan. The service is provided seven days a week using 24 buses owned by First Transit. The existing service agreement with First Transit expired on June 30, 2015 and was extended to June 30, 2022. The total aggregate expense amount under this contract was \$9.7 million for the fiscal year ended June 30, 2019.

**21. OTHER OPERATING INCOME**

For the year ended June 30, 2019, other operating income for the year ended June 30, 2019, includes:

Electronic toll fines and label sales	\$ 14,281,848
Teodoro Moscoso revenues	2,115,252
Rental income	1,167,984
Impact fee	898,563
Metrobus fare fees	675,563
Other	13,387,750
Total	<u>\$ 32,526,960</u>

**22. RESTATEMENT OF PRIOR YEAR FINANCIAL STATEMENTS**

During the year ended June 30, 2019, the Authority identified the following misstatements related to prior year financial statements, which resulted in restatements of the beginning net position of the Authority's financial statements as explained below:

**Other Post-Employment Benefits**

The Authority was required to adopt GASB Statement No. 75 *Accounting and Financial Reporting for Postemployment Benefits Other Than Pensions* (OPEB) during the fiscal year ended June 30, 2018. As a result of the late implementation of GASB No. 75, the Authority recorded a \$2.9 million adjustment to the beginning net position as of July 1, 2018.

**Pension Expense**

On November 11, 2020, the Employees Retirement System of the Commonwealth of Puerto Rico (ERS) GASB 68 Pension Expense report was issued, which date is subsequent to the Authority's issuance of the 2018 financial statements. As a result, the Authority recorded an adjustment of \$32.6 million to the beginning net position as of June 30, 2018, to recognize the GASB 68 transaction for the fiscal year ended June 30, 2018.

**PayGo**

Law No. 106 of August 23, 2017, "Law to Guarantee Payment to Our Pensioners and Establish a New Defined Contribution Plan for Public Servants" as more fully explained in Note 17, eliminated the employer contributions for current services. However, the Authority continued capitalizing such expenses during fiscal year 2018. Because the employees no longer accrue benefits, no pension service cost should be accrued as a

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## Notes to Financial Statements

Year Ended June 30, 2019

**22. RESTATEMENT OF PRIOR YEAR FINANCIAL STATEMENTS (Continued)**

component of capitalized payroll costs in the construction programs. Therefore, the Authority adjusted the beginning balance of the net position as of July 1, 2018 by \$18.6 million.

**Capital Assets**

Certain misstatements were found in beginning balances of capital assets, which occurred during prior years, which consisted of the following:

- Emergency projects that were considered repairs and maintenance rather than capitalizable additions by \$25.3 million.
- Depreciation misstatements by \$1 million.

The net effect of these corrections represents an increase of \$26.3 million in prior year net deficit.

**Bonds Defaults**

During fiscal years 2017 and 2018, the Authority defaulted on the debt service of principal and interest that was partially paid by the monoline insurance companies. These payments were recognized as non-operating income in the Statement of Revenues, Expenses and Changes in Net Position when the debt has not been settled but subrogated.

During fiscal year 2019, the Authority corrected this misstatement, and a restatement of principal and interest balances was made to recognize payments made by monoline insurance companies of \$208 million (see Note 12).

**Fringe Benefits**

On April 29, 2017, Law No. 26-2017 was approved, known as the “Compliance Law with the Fiscal Plan”, which eliminated the liquidation of sick leave upon the termination of employment. Therefore, an adjustment to the beginning net position balance as of July 1, 2018 of \$4.2 million was recorded.

As a result of the above adjustments and the implementation of GASB Statement No. 68 and 75, the Authority's beginning net position was changed as follows:

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**22. RESTATEMENT OF PRIOR YEAR FINANCIAL STATEMENTS (Continued)****Summary of Restatements**

Net position, at beginning of fiscal year as previously reported	<u>\$1,322,484,259</u>
Prior period adjustments:	
Implementation of GASB Statement No. 75:	
Net post employment benefits	(2,900,947)
Net pension liability GASB 68	(32,670,538)
Pay Go payments capitalized as project costs	(18,609,730)
Net capital assets overstatements	(26,321,458)
Net principal and interests on bonds payable recorded as paid	(208,061,505)
Vacations and sick leave based on Law 26-2017	4,260,009
Total prior period adjustment	<u>(284,304,170)</u>
Net position, at beginning of fiscal year as restated	<u>\$1,038,180,089</u>

**23. SUBSEQUENT EVENTS**

The Authority evaluated its subsequent events until April 23, 2021, date on which the financial statements were ready for issuance. The Authority's management understands that no other material events occurred subsequent to June 30, 2019, that require to be disclosed in the financial statements except as mentioned below. The Authority has determined that these events are non-adjusting subsequent events. Accordingly, the financial position and results of operations as of and for the year ended June 30, 2019, have not been adjusted to reflect their impact.

**Bond Payment Defaults**

Without the taxes and other revenues conditionally allocated by the Commonwealth as explained in Note 4, the Authority has been unable to make the scheduled payments on its outstanding bonds as explained below:

Fiscal Year Ended June 30,	Total defaults still outstanding	Subrogated monoline insurance company payments	Total defaults not subrogated by insurance
<b>2020</b>			
Principal	\$ 127,101,793	\$ 58,725,000	\$ 68,376,793
Interest	213,592,925	94,376,937	119,215,988
<b>2021</b>			
Principal	130,568,151	58,260,000	72,308,151
Interest	204,442,542	90,189,300	114,253,242
<b>Total</b>	<b>\$ 675,705,411</b>	<b>\$ 301,551,237</b>	<b>\$ 374,154,174</b>

**Act 176 of 2019**

Act 176 of December 16, 2019, amends subsections (1) and (2) of Section 9.1 of Article 9 of Law 8-2017, as amended, known as the "Law for the Administration and Transformation of Human Resources in the

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## Notes to Financial Statements

Year Ended June 30, 2019

**23. SUBSEQUENT EVENTS (Continued)**

Government of Puerto Rico" to amend the subsections 1 (a) and 2 (b) of Article 2.04 of Chapter 2 of Law 26 2017, as amended, known as the "Law of Compliance with the Fiscal Plan", for the purpose of restoring vacation and sick leave days to Public employees as follows:

*Vacation license:* The employee shall have the right to accumulate vacation leave, at a rate of two and a half days for each month of service, up to a maximum of sixty business days at the end of each calendar year. The vacation leave will begin to accrue once the three months in employment are completed and will be retroactive to the date of commencement of employment. Reduced regular or part-time employees will accumulate vacation leave proportional to the number of hours they provide services regularly.

*Sick leave:* Every employee will have the right to accumulate due to illness, at the rate of one and a half days (1.5) for each month of service. Employees with reduced or part-time hours will accumulate sick leave in proportion to the number of hours they regularly provide services. This leave will be used when the employee is ill, incapacitated or exposed to a contagious disease that requires his/her absence from work for the protection of his/her health or that of other people.

**Political Challenges and Governor Transitions Between 2019 and 2021**

On July 24, 2019, then Governor Ricardo Rosselló Nevares announced his resignation as Governor of the Commonwealth effective August 2, 2019 at 5pm Atlantic Standard Time. Before his resignation became effective, then Governor Rosselló appointed former resident commissioner Pedro Pierluisi Urrutia as Secretary of State. After being confirmed by the House of Representatives (but not the Senate), Mr. Pierluisi was sworn in as acting Governor. On August 7, 2019, the Puerto Rico Supreme Court unanimously determined that Mr. Pierluisi was unlawfully sworn into office as Governor. As a result, Justice Secretary Wanda Vázquez Garced was sworn in as Governor on August 7, 2019 to complete former Governor Rosselló's term through 2020. After winning the election held on November 3, 2020, Pedro Pierluisi Urrutia was sworn in as Governor for a four-year term starting January 2, 2021.

**Earthquakes**

On January 7, 2020, Puerto Rico was struck by a 6.4 magnitude earthquake causing devastating damages to infrastructure, an island-wide power outage, water shortages and threatening the lives of its people. To safeguard the health and public safety of its citizens, the Governor issued executive orders EO 2020-01 and EO 2020-02 declaring a state of emergency to activate the emergency purchasing protocol allowing emergency management agencies to acquire the necessary supplies and essential services to provide a timely and effective response and activating the National Guard to provide support during the emergency management. The Authority has initially determined that replacing or repairing the roads and bridges will have a replacement cost of approximately \$26 million.

In addition, the Oversight Board authorized the utilization of Emergency Reserve funds from fiscal years 2019 and 2020 as needed by the Commonwealth without prior approval of reapportionments through January 31, 2020.

President Trump also approved an emergency declaration allowing direct federal assistance for emergency measures to protect lives, property and public health after the series of earthquakes.

On January 11, 2020, the Governor issued executive order EO 2020-07 authorizing the appropriation of \$12 million from the Emergency Fund to be distributed equally between the municipalities of Guánica, Guayanilla,

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Year Ended June 30, 2019

**23. SUBSEQUENT EVENTS (Continued)**

Peñuelas, Ponce, Utuado and Yauco to be used exclusively for damages and mitigation related to the emergency.

A preliminary assessment of the damages caused by the earthquake and subsequent aftershocks (excluding the May 2, 2020 earthquake discussed below), calculated by the United States Geological Survey, estimated total economic damages at approximately \$836 million.

Puerto Rico continues to experience aftershocks that are not expected to stop any time soon. According to a January 29, 2020 report published by the United States Geological Survey, Puerto Rico is at risk of additional potentially catastrophic earthquakes in the near term. In fact, on May 2, 2020, an earthquake with a 5.4 magnitude struck Puerto Rico's southern coast. The seismic event, which briefly knocked out power in some areas, hit near the city of Ponce where hundreds of structures, including homes and houses of worship, remain damaged or destroyed from the devastating earthquakes earlier in 2020. These continued earthquakes are a powerful reminder that although the global COVID-19 pandemic is currently controlling the public spotlight, the physical and psychological threat of natural catastrophes has not subsided for Puerto Rico and its residents.

On January 8, 2021, Governor Pierluisi signed executive order EO-2021-011, which declared that any reconstruction project that is necessary due to damages from Hurricanes Irma and Maria or earthquakes will be considered a critical project that should be treated with agility and urgency. To that end, EO-2021-011 created a Council for Reconstruction (the Council) that will identify and recommend critical reconstruction project and determine their respective priority. The Council will be required to prioritize projects to rebuild houses damages by the hurricanes and earthquakes, projects to rebuild and modernize the electric and sewer system and projects to rebuild public schools.

**Status of Federal Disaster Relief Funds**

The Government continues to coordinate relief and funding efforts to address the natural disasters that have affected Puerto Rico in recent years, including the continued recovery following Hurricanes Irma and Maria and the earthquakes that impacted (and continue to impact) the southern and southwestern part of Puerto Rico. As of January 11, 2021, approximately \$67 billion has been appropriated by the United States Congress to Puerto Rico for disaster relief and recovery efforts. Of this amount, approximately \$43.2 billion has been committed by federal agencies for distribution and \$18 billion has been disbursed. Of the amounts obligated and disbursed, FEMA has approved approximately \$33.8 billion and disbursed approximately \$14.2 billion of the total amounts detailed above. The use of these funds is detailed by the Government on the COR3 website and can be accessed at: <https://recovery.pr/en>.

**Impact of COVID-19***Executive Orders*

On March 11, 2020, the World Health Organization (WHO) declared the Coronavirus disease caused by a novel coronavirus (COVID-19) as a global pandemic. As a result of the health threat and to contain the virus spread across the island, then Governor Vázquez-García issued executive order 2020-020, on March 12, 2020, declaring a state of emergency in Puerto Rico to concentrate all efforts and implement necessary measures to safeguard the health, well-being and public safety of the citizens of Puerto Rico. The executive order authorizes the Secretary of the Treasury and the Executive Director of the Oversight Board to set up a special budget, from any available funds, including the Emergency Fund, to cover all necessary costs for the containment of the virus throughout the island and sharing information with the municipalities.

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## Notes to Financial Statements

Year Ended June 30, 2019

**23. SUBSEQUENT EVENTS (Continued)**

On March 15, 2020, the Governor issued executive order 2020-023 ordering a curfew for all citizens requiring them to stay at home from 9 p.m. to 5 a.m., allowing them to use the public roads, within this time frame, under specific circumstances such as: (1) purchasing food, pharmaceutical and basic necessity products; (2) keeping medical appointments or visiting a hospital, laboratory, or healthcare facility; (3) commuting, for public and private employees who provide essential services; (4) returning to place of residence from an allowed activity; (5) providing assistance, care, transportation of senior citizens, children, dependents, people with disabilities or requiring medical or professional attention; and (6) visiting financial institutions, provided that all necessary precautions are taken to prevent the risk of spreading the disease.

Also, the executive order mandated that any person with reasonable suspicion of being exposed to the COVID-19 remain quarantined for fourteen days, as of the issuance of the order, to prevent them from posing a risk to public health and transmission to non-infected persons. In addition, it ordered the closure of all governmental operations, except for those related to essential services, and the closure of all businesses in Puerto Rico from March 15, 2020, at 6 p.m., until March 30, 2020, unless otherwise provided. Furthermore, the order established criminal penalties and fines for any person who failed to comply with the evacuation orders issued by the Commonwealth's Public Safety Department or its Bureaus.

On March 23, 2020, the Governor issued executive order EO 2020-026 to create and establish the Executive Committee of Medical Advice, also known as the COVID-19 Medical Task Force, which will perform functions jointly with the PRDOH and will be in charge of studies, research and development of strategic plans to manage the Coronavirus pandemic emergency and provide a coordinated response to the citizens of Puerto Rico.

On March 27, 2020, the Governor issued executive order EO 2020-028 to activate the National Guard Medical Unit to provide support to the DOH and any other agency providing services during the pandemic emergency.

On March 30, 2020, the Governor issued executive orders EO 2020-029 and EO 2020-030 ordering a lockdown in Puerto Rico. The citizens of Puerto Rico are instructed to stay at their residences the 24 hours of a day for the 7 days of the week from March 31, 2020 to April 12, 2020 and only be allowed to use the public roads during the hours between 5 a.m. and 7 p.m., under the circumstances previously allowed by EO 2020-023. In addition, the executive order establishes a transit order, based on the last number of the vehicle license plates, for their citizens to use their cars to buy food, pharmaceutical and basic necessity products, visit financial institutions and receiving any of the allowed services. Moreover, the order provides a description of the services and businesses that are allowed to operate during the emergency; informs its citizens that the collection of tolls fees will be reinstated after March 31, 2020; provides a limited window for payroll related employees to visit their employer's offices to process the payroll payments for the month of March; orders the Puerto Rico Ports Authority and Department of Natural Resources to shut down all docks to discourage the maritime traffic of recreational boats, authorizes the agency to establish a surveillance plan of the island's coasts, in coordination with the state and municipal police to enforce compliance with the instructions provided by the executive order; and establishes a mandatory 14-day quarantine for all passengers arriving to the Luis Muñoz Marin international airport as of the issue date of the executive order.

On April 12, 2020, the Governor issued executive order EO 2020-033 extending the curfew imposed on the citizens of Puerto Rico and the control measures implemented to contain the spread of the COVID-19 through the island until May 3, 2020. On May 1, 2020, the Governor issued executive order EO 2020-038, which extended the curfew and other COVID-19 control measures through May 25, 2020, but also lifted certain business restrictions to allow limited openings of certain industries, shops, and services at specific times while continuing to observe social distancing rules. This initial reopening is limited to primary and specialist doctors and dentists, animal shelters, vehicle repair and parts services, laundromats, elevator inspections, services to

Notes to Financial Statements

Year Ended June 30, 2019

**23. SUBSEQUENT EVENTS (Continued)**

ports and airports, air conditioner repair and maintenance services, notary services, and critical infrastructure services, among others. On May 26, 2020, the Governor signed executive order EO 2020-041, which further extended the mandatory curfew until June 15, 2020 but expanded the list of commercial activities that were allowed under EO 2020-038.

Thereafter, following the recommendations of the Government's medical and economic task forces and federal guidelines, on June 12, 2020, the Governor signed executive order EO 2020-044 which, eased certain restrictions imposed by previous executive orders and allowed the reopening of certain commercial activities and services that had been closed or prohibited since March 15, 2020. EO 2020-044 extended the mandatory curfew to June 30, 2020, but reduced such curfew from 10:00 p.m. to 5:00 a.m. On June 29, 2020, the Governor signed executive order EO 2020-048, which further extended the mandatory curfew until July 22, 2020 and authorized restaurants, bars, gyms, museums, auto dealerships, malls and retail stores, casinos, and common areas in hotels, among others, to operate below 75% of their maximum capacity.

In late July 2020, Puerto Rico experienced an increase of COVID-19 cases, the Government concluded that it was necessary to modify the restrictions on some of the allowed commercial activities to prevent mass gatherings and to help control the spread of the virus. To that end, on July 16, 2020, the Governor signed executive order EO 2020-054, which extended the mandatory curfew until July 31, 2020 and included certain restrictions to allowed activities.

Among other things, EO 2020-054 prohibited the consumption, sale, and distribution of alcoholic beverages in all businesses and commercial establishments after 7:00 p.m. Moreover, establishments engaged primarily in the sale of alcoholic beverages for indoor consumption such as bars, small eateries, and any other similar establishments, were required to close. To control mass gatherings, EO 2020-054 also closed Puerto Rico's beaches, with limited exceptions, and required the closure of movie theaters, nightclubs, concert halls, theaters, theme parks, gymnasiums, among other establishments.

On July 31, 2020, the Governor signed executive order EO 2020-060, which extended the mandatory curfew and the other measures set forth in EO 2020-054 through August 15, 2020.

By August 15, 2020, Puerto Rico had experienced an increase in the number of daily positive COVID-19 cases and related deaths. The Governor concluded that it was necessary to modify again the restrictions on some of the allowed commercial activities to prevent mass gatherings and to help control the spread of the virus. To that end, on August 19, 2020, the Governor signed executive order EO 2020-062, which extended the mandatory curfew and modified the restrictions to allowed commercial activities through September 11, 2020. This executive order provided for a lockdown on Sundays, with limited exceptions, and prohibited the consumption, sale, and distribution of alcoholic beverages in all businesses and commercial establishments after 7:00 p.m. and in all business and commercial establishments on Sundays. Moreover, establishments engaged primarily in the sale of alcoholic beverages for consumption inside such establishments like bars, small eateries, and any other similar place, were required to close.

By September 11, 2020, the three-week average of COVID-19 cases and deaths had decreased materially. Accordingly, on that date, the Governor signed executive order EO 2020-066, which extended the mandatory curfew and modified the restrictions to allow additional commercial activities through October 2, 2020. Specifically, EO 2020-066 eliminated the lockdown and restrictions on certain allowed commercial activities on Sundays, allowed the consumption, sale, and distribution of alcoholic beverages until 10:00 p.m., and increased the capacity of all commercial businesses that were allowed to operate from 25% maximum capacity to 50% maximum capacity. EO 2020-066 also allowed hotel common areas, casinos, movie theaters, and

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Year Ended June 30, 2019

**23. SUBSEQUENT EVENTS (Continued)**

gymnasiums to operate at 25% maximum capacity, and it reopened beaches and marinas while establishing parameters to maintain adequate social distancing.

On October 16, 2020, the Governor signed executive order EO 2020-077, which extended the mandatory curfew until November 13, 2020, and eased certain restrictions imposed by EO 2020-066 in order to promote economic activity. However, due to a sustained increase in the number of confirmed COVID-19 cases, in the utilization of hospital capacity, and in the number of COVID-19 related deaths, on November 13, 2020, the Governor issued executive order EO 2020-080. This executive order extended the mandatory curfew until December 11, 2020 and reinstated certain restrictions in commercial activities. Among other things, EO 2020-080 reduced the occupancy limit of certain business activities from 55% to 30% and activated the Puerto Rico National Guard to help assist in EO 2020-080's implementation.

Following concerns raised by the Puerto Rico Department of Health and the medical community about increases in infections, hospitalizations, and related deaths, on December 3, 2020, the Governor signed executive order EO 2020-087 which imposed additional restrictions on commercial activities to prevent mass gatherings and to help control the spread of the virus. Among the new restrictions are the following: (i) lockdown order in effect on Sundays with limited exceptions; (ii) mandatory curfew in effect from 9:00 p.m. until 5:00 a.m. and businesses that are allowed to operate must close by 8:30 p.m.; (iii) consumption, sale, and distribution of alcoholic beverages is prohibited in all authorized businesses from 5:00 a.m. Saturday to 5:00 a.m. Monday; (iv) shopping malls are allowed to operate but must limit their capacity to one (1) person for every seventy-five (75) square feet in the hallway areas; (v) bars, nightclubs, and other similar establishments which engage primarily in the sale of alcoholic beverages for consumption must remain closed; (vi) common areas in housing complexes, such as pools and parks, must remain closed; and (vii) beaches are opened strictly for professional and recreational sports and remain closed to persons wishing to socialize and gather in groups. EO 2020-087 will be in effect from December 7, 2020 until January 7, 2021.

On January 5, 2021, Governor Pedro R. Pierluisi signed EO 2021-010 to, among other matters, modify the curfew established in previous executive order and ease certain restrictions in connection with government efforts to curb the spread of COVID-19 in Puerto Rico. EO 2021-010 was in effect until February 7, 2021. Among other things it imposed a curfew from 11:00 pm until 5:00 a.m., allowed restaurants to keep their dining rooms open Monday through Sunday until 10:00 p.m. at or below 30% of their maximum capacity, reopened beaches conditioned on individuals maintaining a 10-foot distance from other individuals, and ordered the Secretary of the Treasury to present a plan to grant economic assistance to eligible entities suffering economic losses due to business interruptions caused by the pandemic. On February 4, 2021, Governor Pierluisi signed EO 2021-014. This new executive order made minor changes to the previous pandemic-related executive order. The curfew is now from 12:00 am until 5:00 a.m. Additionally, businesses must close for the day at 11:00 p.m. and may operate at 50 percent capacity, except for restaurants, which must maintain occupancy at no more than 30. EO 2021-014 is in effect until March 14, 2021.

On April 8, 2021, Governor Pierluisi signed EO 2021-026. This new executive order made minor changes to the previous pandemic-related executive order. The curfew is now from 10:00 pm until 5:00 a.m. Additionally, businesses must close for the day at 9:00 p.m. and may operate at 50 percent capacity. EO 2021-026 is in effect until May 9, 2021. On April 15, 2021, Governor Pierluisi signed EO 2021-027. This new executive order made minor changes to the previous pandemic-related executive order. The businesses may operate at 30 percent capacity. EO 2021-027 is in effect until May 9, 2021.

As the Commonwealth observes and assesses the results of its measures to control the negative health and economic effects of COVID-19 on the people of Puerto Rico and Puerto Rico's economy, it will re-evaluate

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**23. SUBSEQUENT EVENTS (Continued)**

and further amend business restrictions as necessary to promote economic recovery while preserving the health, welfare, and safety of the people of Puerto Rico.

*Economic Stabilization Measures*

On March 23, 2020, the Oversight Board agreed with the Commonwealth to provide support to the Puerto Rican people, frontline workers, educators and students, and small businesses. The \$787 million Emergency Measure Support Package consists of \$500 million that had to be authorized as an incremental appropriation to the fiscal year 2020 General Fund budget in compliance with the budgetary process under PROMESA, \$157 million of reapportionment within the current fiscal year 2020 Commonwealth General Fund budget, and \$131 million of Federal funds. This Emergency Measures Support Package is in addition to the availability of \$160 million from Puerto Rico's Emergency Reserve Fund the Oversight Board had already authorized.

On March 27, 2020, then President Trump signed into law the Coronavirus, Aid, Relief, and Economic Security Act (the CARES Act), commonly known as "Phase Three" of coronavirus economic relief. The CARES Act provides a stimulus to individuals, businesses, and hospitals in response to the economic distress caused by the COVID-19 pandemic; creates a \$349 billion loan program for small businesses, including 501(c)(3) non-profits and physician practices; allocates \$500 billion for assistance to businesses, states, and municipalities; expands telehealth services in Medicare, including services unrelated to COVID-19 treatments; expands eligibility for unemployment insurance and provides people with an additional \$600 per week on top of the unemployment amount determined by each state; expands the Defense Production Act, allowing for a period of two years when the government may correct any shortfall in resources without regard to the current expenditure limit of \$50 million; provides the U.S. Secretary of the Treasury with the authority to make loans or loan guarantees to states, municipalities, and eligible businesses and loosens a variety of regulations prior legislation imposed through the Dodd-Frank Wall Street Reform and Consumer Protection Act, the Economic Stabilization Act of 2008, and others; and authorizes supplemental appropriations to help the government respond to COVID-19 pandemic emergency.

*Fluctuations in Global Markets*

Subsequent to the declaration of a global pandemic by WHO, the United States and global markets experienced initial significant declines in value resulting from uncertainty caused by COVID-19. Management is closely monitoring the Authority's investment portfolio and its liquidity and has been actively working to minimize the impact of these declines. The accompanying financial statements do not include adjustments to fair value, if any, that have resulted from these potential declines.

**Commonwealth Plan of Adjustment**

On September 27, 2019, the Oversight Board—as representative of the Commonwealth, ERS and PBA in their respective Title III cases—filed its initial joint Title III plan of adjustment for the Commonwealth, ERS, and PBA [ECF No. 8765] (the Initial Plan) along with a disclosure statement related thereto [ECF No. 8765] (the Initial Disclosure Statement), which was founded upon the pre-COVID-19 economic assumptions contained in the Commonwealth fiscal plan as certified by the Oversight Board on May 9, 2019. The Initial Plan incorporated the terms of a restructuring support agreement with the Retiree Committee (the Retiree Committee RSA), in which the Retiree Committee agreed to a maximum 8.5% pension cut that would only be applicable to retirees with monthly retirement benefits of more than \$1,200, as well as freezes in pension benefits for teachers and judges.

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**23. SUBSEQUENT EVENTS (Continued)**

On February 9, 2020, the Oversight Board announced that it entered into a plan support agreement (the PSA) with certain Commonwealth general obligation bondholders and PBA bondholders, which would require revisions to the Initial Plan. On February 28, 2020, the Oversight Board filed its Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al. [ECF No. 11946] (the Amended Plan) and an amended disclosure statement related thereto [ECF No. 11947] (the Amended Disclosure Statement), which revised the Initial Plan to conform to the PSA while retaining the terms of the Retiree Committee RSA.

Since the filing of the Initial Plan and Initial Disclosure Statement, the Governor and FAFAA carefully evaluated and considered its terms and consequences for the people of Puerto Rico. No decision has been made by the Governor or FAFAA as to whether to support the proposed Amended Plan as currently proposed.

In its September 9, 2020 status update, the Oversight Board noted that it has resumed formal discussions with creditors under the guidance of the Title III mediation team since it certified a revised fiscal plan for the Commonwealth on May 27, 2020. According to the status report, these negotiations must continue before a revised plan confirmation timeline can be determined.

On October 6, 2020, the PSA Creditors filed a motion to impose certain deadlines on the Oversight Board to prosecute or modify the Amended Plan. Moreover, the PSA Creditors argued that the Title III Cases should be dismissed if the Oversight Board did not meet the PSA Creditors' proposed deadlines. The Authority objected to the PSA Creditors' motion, noting that the unrealistic timeline the PSA Creditors proposed ignored the setbacks and realities forced upon Puerto Rico due to the ongoing COVID-19 crisis and, if such deadlines were imposed, they would severely undermine the Government of Puerto Rico's ability to carry out its obligation to protect its people. The Authority also argued that dismissal of the Title III Case would end PROMESA's litigation stay and unleash another round of piecemeal litigation (similar to what Puerto Rico and its people experienced prior to 2017) and would do nothing to advance a restructuring or repayment of debt.

Upon considering the parties arguments, the Title III Court ordered the Oversight Board to file by February 10, 2021 an informative motion presenting a term sheet disclosing the material economic and structural features of an amended plan of adjustment that the Oversight Board intends to propose for confirmation, and a motion for approval of a proposed timetable for the filing of an amended plan of adjustment, discovery, and litigation in connection with such proposal, solicitation, voting, and confirmation proceedings [ECF No. 14987].

In light of the Title III Court's order, the Oversight Board, the Authority, certain creditors, and parties-in-interest recommenced mediation with a view to reaching consensus on an amended plan of adjustment for the Commonwealth. The mediation sessions began on December 3, 2020.

On March 8, 2021, the Oversight Board—as representative to the Commonwealth, ERS and PBA in their respective Title III cases—filed its *Second Amended Title III Joint Plan of Adjustment of the Commonwealth of Puerto Rico, et al.* [ECF No. 15976] (the Second Amended Plan), and on March 9, 2021 filed a corrected disclosure statement related thereto [ECF No. 15988] (the Second Amended Disclosure Statement), which incorporates the terms of the 2021 PSA and the Retiree Committee RSA with modifications increasing the threshold level for pension cuts from \$1,200 to \$1,500 of monthly retirement benefits per retiree, among other things. On April 2, 2021, the Oversight Board and System bondholders entered into a stipulation (the ERS Stipulation), which sets forth an agreement on the economic terms upon which ERS bondholders would support a plan of adjustment and requires the Oversight Board to file a third amended plan of adjustment for the Commonwealth, ERS and PBA and related disclosure statement to replace the Second Amended Plan and Second Amended Disclosure Statement. On April 6, 2021, the Oversight Board filed a motion seeking to complete the disclosure statement approval process by June 16, 2021. That motion will be considered at a hearing currently scheduled for April 28, 2021.

The Authority has not yet determined whether it will support the 2021 PSA, ERS Stipulation, or the Second Amended Plan given its view that the Government pensioners must be protected and must not receive additional cuts to their pension benefits. The Second Amended Plan remains subject to future amendments

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**23. SUBSEQUENT EVENTS (Continued)**

(including, but not limited to, a third amended plan of adjustment consistent with the ERS Stipulation) and Title III Court approval. It is not certain that the Title III Court will ultimately confirm the Second Amended Plan or any further amended plan.

For additional information, refer to the publicly available Second Amended Plan and Second Amended Disclosure Statement, available at <https://cases.primeclerk.com/puertorico/> Home-DocketInfo.

The duration and impact of the COVID-19 pandemic, as well as the effectiveness of government and financial institutions responses, remains unclear at this time. It is not possible to reliably estimate the duration and severity of these consequences, as well as their impact on the financial position and results of the Authority for future periods.

The Authority's management has taken extraordinary measures to operate under the unprecedented conditions posed by the COVID-19 pandemic, mitigating its disruptive effects and protecting the health of its employees. These measures include, but are not limited to, managing remote operations, and supporting the Commonwealth's overall response to the COVID-19 crisis.

The Authority has enacted and implemented standard operating procedures (SOP) to operate effectively under the present conditions. These activities were also required to mitigate the impact of the pandemic and the lockdown and consist of the following:

1. Establishing procedures to make expedite payments to critical contractors, consultants and suppliers.
2. Development and implementation of remote procedures for processing of documentations needed to maximize productivity.
3. Development and implementation of protocols, and alignment of resources, to manage the federal reimbursement process remotely.

**Authority's Fiscal Plan and Agreements in Principle**

On June 30, 2019, the Oversight Board approved the FY 2020 fiscal plan for the Authority and recommended certain amendments.

On June 26, 2020, the Oversight Board approved the FY 2021 fiscal plan for the Authority and recommended certain amendments.

On April 12, 2021, the Commonwealth and other component units, including the Authority, filed an Agreement in Principle (AP) with the Municipal Securities Rulemaking Board. The Authority's portions of the AP disclosed tentative agreements reached with the Authority's bond holders, that if materializes, will result in a significant decrease in the obligations of the Authority.

On April 23, 2021, the Oversight Board released the 2021 proposed fiscal plan for certification of the Commonwealth. This plan involves a broad reorganization of the Commonwealth, including the Authority. However, this plan is still subject to review and approval. Furthermore, the final approved plan may be significantly different from the originally proposed plan.

**Reverse Acquisition Agreement with the Department of Transportation and Public Works (DTPW)**

On July 31, 2019, the Authority and the DTPW signed an agreement to reverse the acquisition of a building belonging to DTPW that was acquired on July 17, 2012. As of June 30, 2019, the building had a book value of \$19,350,000.

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Year Ended June 30, 2019

**23. SUBSEQUENT EVENTS (Continued)**

**Authority's Contractors Overhead Claims**

As a direct consequence of the Commonwealth imposed lock-down of fifty-six days during the months of March through May 2020, the Authority's contractors have sent their notices for claims for contractual damages, particularly extended overhead. So far, the Authority has received close to one hundred notices of claims by its forty-plus contractors. Such actual and future claims amount to approximately \$80 million. However, claims may still increase. The Authority's preliminary analysis is that the claims are meritless against the Authority, as the construction stay was imposed by the Commonwealth and not the Authority, who was affected as well by such imposition.

**REQUIRED SUPPLEMENTARY INFORMATION**

**PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY**  
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Schedule of Changes in the Authority's Total Postemployment  
Benefits other than Pensions (OPEB) Liability and Related Ratios

Year Ended June 30, 2019

<b>Total OPEB liability</b>	<b>2019</b>
Service Cost at end of year	\$ 114,893
Interest	91,351
Changes of assumptions	62,199
Benefit payments	(35,231)
<b>Net change in total OPEB liability</b>	<b>233,212</b>
<b>Total OPEB liability - beginning</b>	<b>2,936,178</b>
<b>Total OPEB liability - ending</b>	<b>\$ 3,169,390</b>
<b>Covered-employee payroll</b>	<b>\$ 39,777,324</b>
<b>Total OPEB Liability as a percentage of covered employee payroll</b>	<b>7.97%</b>

**Note to schedule:**

The Authority's total OPEB liability as of June 30, 2018, was measured on June 30, 2018 (measurement date), by an actuarial valuation as of that date for the reporting period June 30, 2019.

No assets are accumulated in a trust that meets the criteria in paragraph 4 of GASB Statement No. 75 for the payment of these benefits.

\*Schedule is intended to show information for ten years. Additional years will be displayed as they become available.

**SUPPLEMENTARY INFORMATION**

**PUERTO RICO HIGHWAYS AND TRANSPORTATION AUTHORITY**  
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Schedule of Revenue and Expenses by Segment  
(Unaudited)

For the Year Ended June 30, 2019

	Toll Roads	Integrated Transportation	Other	Total
Operating revenues:				
Toll and train fares	\$ 142,293,193	\$ -	\$ -	\$ 142,293,193
Other operating income	16,259,301	961,927	15,305,732	32,526,960
Concession agreement	34,425,697		-	34,425,697
Total operating revenues	192,978,191	961,927	15,305,732	209,245,850
Operating expenses:				
Salaries and related benefits	3,831,904	612,672	33,978,887	38,423,463
Post-employment benefits	72,834	6,427	134,957	214,218
Toll highways administration and maintenance	43,918,912	-	-	43,918,912
Train operating and maintenance costs	-	51,593,962	-	51,593,962
Integrated transportation system	-	9,738,821	-	9,738,821
Repairs and maintenance of roads and bridges	4,617,031	-	143,417,938	148,034,969
Emergency repairs post Hurricane Maria	-	-	34,131,148	34,131,148
Utilities	2,278,589	7,132,974	495,345	9,906,908
Insurance	2,891,411	5,782,822	963,803	9,638,036
Other	14,581,484	19,209,524	18,582,696	52,373,704
Total operating expenses	72,192,165	94,077,201	231,704,774	397,974,141
Operating income (loss) before depreciation and amortization	120,786,026	(93,115,274)	(216,399,042)	(188,728,291)
Depreciation and amortization	61,295,981	48,387,517	352,708,502	462,392,000
Operating income (loss)	59,490,044	(141,502,791)	(569,107,544)	(651,120,291)
Non-Operating Revenues (Expenses):				
Operating transfers from the Commonwealth of Puerto Rico	-	-	97,300,000	97,300,000
Operating grants from U.S. Federal Government	-	31,599,525	228,900	31,828,425
Interest on bonds and lines of credit	(93,177,835)	(107,512,886)	(157,685,566)	(358,376,287)
Investment income	-	-	9,961,372	9,961,372
Net change in fair value of investments	-	-	80,586	80,586
Other	-	-	(81,591)	(81,591)
Total non-operating (expenses) revenues, net	(93,177,835)	(75,913,361)	(50,196,300)	(219,287,495)
Loss before capital contributions	(33,687,791)	(217,416,151)	(619,303,844)	(870,407,787)
Capital Grants:				
U.S. Federal Government	57,960,414	-	106,140,418	164,100,832
Commonwealth	-	-	61,396,594	61,396,594
Total capital grants	57,960,414	-	167,537,012	225,497,426
Change in Net Position	\$ 24,272,623	\$ (217,416,151)	\$ (451,766,834)	\$ (644,910,361)